

प्राधिकार से प्रकाशित PUBLISHED BY AUTHORITY

सं. 15]

नई दिल्ली, शनिवार, अप्रैल 13—अप्रैल 19, 2013 (चैत्र 23, 1935)

No. 15]

NEW DELHI, SATURDAY, APRIL 13—APRIL 19, 2013 (CHAITRA 23, 1935)

इस भाग में भिन्न पृष्ठ संख्या दी जाती है जिससे कि यह अलग संकलन के रूप में रखा जा सके (Separate paging is given to this Part in order that it may be filed as a separate compilation)

भाग IV [PART IV]

[गैर-सरकारी व्यक्तियों और गैर-सरकारी संस्थाओं के विज्ञापन और सूचनाएं]
[Advertisements and Notices issued by Private Individuals and Private Bodies]

NOTICE

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BY ORDER

Controller of Publication

CHANGE OF NAME

I, hitherto known as MANOJ KUMAR SHARMA son of Sh. JOGRAJ, residing at 12/138, Geeta Colony, Delhi-110031, have changed my name and shall hereafter be known as HAR JUGAT SINGH.

It is certified that I have complied with other legal requirements in this connection.

MANOJ KUMAR SHARMA [Signature (in existing old name)]

I, hitherto known as RITU daughter of Sh. RAJENDRA SINGH and married to Sh. JITENDRA SIHWAG, residing at Quarter No. 1001, Type-IV, N.H. IV, Faridabad, have changed my name and shall hereafter be known as SARIKA.

It is certified that I have complied with other legal requirements in this connection.

RITU

[Signature (in existing old name)]

I, hitherto known as SABOO VINEET SUBHASHRAO and SABOO VINEET SUBHASHCHANDRA son of Sh. SABOO SUBHASH, employed as Resident Doctor Fortis Hospital, Chirag Enclave, New Delhi, residing at 1, Yashwant Colony, Karanja Lad Dist. Washim, Maharashtra, have changed my name and shall hereafter be known as SABOO VINEET SUBHASH.

It is certified that I have complied with other legal requirements in this connection.

SABOO VINEET SUBHASHRAO and SABOO VINEET SUBHASHCHANDRA [Signature (in existing old name)]

I, hitherto known as BALLU SINGH son of Late YAD RAM, residing at B 23, Masood Pur, Vasant Kunj, New Delhi-110070, have changed my name and shall hereafter be known as BALWAN SINGH.

It is certified that I have complied with other legal requirements in this connection.

BALLU SINGH [Signature (in existing old name)]

I, hitherto known as LAKSHYA GUPTA son of Sh. HK GUPTA, employed as Tech. Sales in Hawks IT Services Pvt. Ltd. D-42, Sector-2, Noida (UP), residing at F-327, Sarita Vihar, New Delhi-110076, have changed my name and shall hereafter be known as SAHIL GUPTA.

It is certified that I have complied with other legal requirements in this connection.

LAKSHYA GUPTA [Signature (in existing old name)]

I, hitherto known as HARPREET SINGH son of SURINDER PAL SINGH NARLI, employed as First Officer, Spicejet Ltd., residing at WZ 91B, First Floor Right Side, Gali No. 19A, Shivnagar Extn., New Delhi-110058, have changed my name and shall hereafter be known as HARPREET SINGH NARLI.

It is certified that I have complied with other legal requirements in this connection.

HARPREET SINGH [Signature (in existing old name)]

I, hitherto known as HARPREET KAUR wife of BHUPENDER SINGH, a Housewife, residing at RZA 337, Nihal Vihar, Nangloi, New Delhi-41, have changed my name and shall hereafter be known as SANTOSH KAUR.

It is certified that I have complied with other legal requirements in this connection.

HARPREET KAUR [Signature (in existing old name)]

I, hitherto known as MOHINDER PAL BHARDWAJ son of Sh. BRAHM PRAKASH BHARDWAJ/B. P. BHARDWAJ, employed as Sub-Inspector in the Delhi Police (Delhi Police Control Room), residing at 477, Sanjay Enclave, Delhi-110033, have changed my name and shall hereafter be known as Dr. MOHINDER PAL BHARDWAJ.

It is certified that I have complied with other legal requirements in this connection.

MOHINDER PAL BHARDWAJ [Signature (in existing old name)]

I, hitherto known as MANJULA KOHLI wife of Sh. INDER PAL SINGH KOHLI, a Housewife, residing at C-49, Sector-26, Noida-201301, have changed my name and shall hereafter be known as MANJU KOHLI.

It is certified that I have complied with other legal requirements in this connection.

MANJULA KOHLI [Signature (in existing old name)]

I, hitherto known as ANUJ GUPTA son of Sh. RAJEEV GUPTA, residing at K-18-A, Saket, New Delhi, have changed my name and shall hereafter be known as ANUJ ADITYA GUPTA.

It is certified that I have complied with other legal requirements in this connection.

ANUJ GUPTA [Signature (in existing old name)]

I, LATIKA SONIA PINTO daughter of Sh. XAVIER PINTO, employed as Director in MSB Publications Pvt. Ltd., residing at F-65 A, Gangotri Enclave Alaknanda, New Delhi-110019, have changed the name of my minor son ANAV SINGH, aged 2 years 9 months and he shall hereafter be known as ANAV PINTO.

It is certified that I have complied with other legal requirements in this connection.

LATIKA SONIA PINTO [Signature of Guardian]

I, hitherto known as RAJU son of Sh. BHAGIRATH PRASAD, residing at 3/75, Trilok Puri, Delhi-110091, have changed my name and shall hereafter be known as RAJ KUMAR VERMA.

It is certified that I have complied with other legal requirements in this connection.

RAJU [Signature (in existing old name)]

I, hitherto known as HINA KHULLAR daughter of Sh. RAMANDEEP KHULLAR, residing at 21, Sector-23, MIG, Faridabad, have changed my name and shall hereafter be known as VEENA KHULLAR.

It is certified that I have complied with other legal requirements in this connection.

HINA KHULLAR [Signature (in existing old name)]

I, hitherto known as LAKKIREDDY MADANA KUMAR RAMACHANDRA son of Sh. LAKKIREDDY RAMACHANDRA REDDY, employed as Deputy Passport Officer, Regional Passport Office, Secunderabad-500003, Andhra Pradesh, residing at 29-1360/1/A, Plot No. 22, Road No. 4, Deendayal Nagar, R. K. Puram (Post), Neredmet, Secunderabad-500056, Andhra Pradesh (State) have changed my name and shall hereafter be known as LAKKIREDDY MADAN KUMAR REDDY.

It is certified that I have complied with other legal requirements in this connection.

LAKKIREDDY MADANA KUMAR RAMACHANDRA [Signature (in existing old name)]

I, hitherto known as VINAY KUMAR BHATIA son of Sh. RAMESH KUMAR BHATIA, an I.I.T. Student, residing at W. No. 3, Safidon City, Tehsil Safidon, Distt. Jind, Haryana, have changed my name and shall hereafter be known as DEEPANSHU BHATIA.

It is certified that I have complied with other legal requirements in this connection.

VINAY KUMAR BHATIA [Signature (in existing old name)]

I, hitherto known as NISHANT SRIVASTAVA son of Sh. S. K. SRIVASTAVA, Self-employed and a Student in Indira Gandhi National Open University, residing at 232, Maidan Garhi Extension, New Delhi-110068, have changed my name and shall hereafter be known as AKSHAY SRIVASTAVA.

It is certified that I have complied with other legal requirements in this connection.

NISHANT SRIVASTAVA [Signature (in existing old name)]

I, hitherto known as SAWARANJIT KAUR wife of Sh. BALJIT SINGH, residing at 675, National Enterprises Inds. Area B, Link Road, Ludhiana, have changed my name and shall hereafter be known as BALJIT KAUR.

It is certified that I have complied with other legal requirements in this connection.

SAWARANJIT KAUR [Signature (in existing old name)]

I, hitherto known as PAPPU son of Sh. HETRAM SINGH, employed as a Technical Support Executive with Tata Business Support Services, Sector-60, Gate No. 5, Noida-201301, U.P., residing at Vill. Alipur Molhad, PO Harganpur, Thana Nagina, Bijnor, U.P., have changed my

name and shall hereafter be known as PRANAV PRATAP SINGH CHAUHAN.

It is certified that I have complied with other legal requirements in this connection.

PAPPU [Signature (in existing old name)]

I, hitherto known as SARITA KUMARI daughter of Sh. NAWAL KISHOR SINGH, residing at 15-L, Pocket-2, Mayur Vihar, Phase-3, Delhi-96, have changed my name and shall hereafter be known as SARITA SINGH.

It is certified that I have complied with other legal requirements in this connection.

SARITA KUMARI [Signature (in existing old name)]

I, hitherto known as VIKRAM son of Sh. HARI KISHAN SAINI, employed as (Conductor in the DTC,) residing at 5252, Gali No. 115/4, B-Block, Sant Nagar, Burari, Delhi-110084, have changed my name and shall hereafter be known as VIKRAM SAINI.

It is certified that I have complied with other legal requirements in this connection.

VIKRAM [Signature (in existing old name)]

I, hitherto known as URVASHI KAMBOJ wife of Sh. HARPAL SINGH SCHUBERT, a housewife, residing at Near F.C.I. Dharamkot, Teh. Dharamkot, Distt. Moga (Pb)-142042, have changed my name and shall hereafter be known as KIRANDEEP KAUR.

It is certified that I have complied with other legal requirements in this connection.

URVASHI KAMBOJ [Signature (in existing old name)]

I, hitherto known as SHELU son of Sh. **BUDDA** RAM, employed as Assistant Engineer in Bharat Heavy Electricals Limited, Rudrapur (A Govt. of India Enterprise), residing at Village + Post-Fondar, Distt. Mathura (Uttar Pradesh), have changed my name and shall hereafter be known as SHELU GOLA.

It is certified that I have complied with other legal requirements in this connection.

SHELU [Signature (in existing old name)]

I, hitherto known as MAMONA wife of ABDUL MAJID, residing at 2491, Katra Rajji, Behind G. B. Road, S. N. Marg, Delhi-110006, have changed my name and shall hereafter be known as MEMOONA BEGUM.

It is certified that I have complied with other legal requirements in this connection.

MAMONA [Signature (in existing old name)]

I, hitherto known as RANJIT SINGH son of Sh. BHEJA RAM, residing at B-2/4, G. Floor, Delhi Administration Flats, Type-IV Haider Pur, Shalimar Bagh, Delhi-110088, have changed my name from RANJIT SINGH to RANJIT SINGH JAIN for all purposes in future and shall hereafter be known as RANJIT SINGH JAIN.

It is certified that I have complied with other legal requirements in this connection.

RANJIT SINGH [Signature (in existing old name)]

I, hitherto known as GAURAV son of Sh. RATTAN KUMAR, residing at 3475, Raja Park, Shakur Basti, Delhi-110034, have changed my name and shall hereafter be known as GAURAV KUMAR.

It is certified that I have complied with other legal requirements in this connection.

GAURAV [Signature (in existing old name)]

I, hitherto known as VINAYAK son of Sh. PAWAN KUMAR, residing at-3475, Raja Park, Shakur Basti, Delhi-110034, have changed my name and shall hereafter be known as VINAYAK KUMAR.

It is certified that I have complied with other legal requirements in this connection.

VINAYAK [Signature (in existing old name)]

I, hitherto known as AHSHI ARORA daughter of Sh. ASHWANI KUMAR, employed as International Business Coordinator in Esarem Export, New Delhi, residing at S-198/431, J. J. Indra Camp No. 1, Shri Niwaspuri, New Delhi-110065, have changed my name and shall hereafter be known as REEMA ARORA.

It is certified that I have complied with other legal requirements in this connection.

AHSHI ARORA [Signature (in existing old name)]

I, hitherto known as RHIYA alias NITU GUPTA wife of Sh. MADHUKAR PUNIANI, employed as Freelance Writer, residing at 29, Ishwar Nagar East, New Delhi-110065, have changed my name and shall hereafter be known as RHIYA GUPTA PUNIANI.

It is certified that I have complied with other legal requirements in this connection.

RHIYA alias NITU GUPTA [Signature (in existing old name)]

I, hitherto known as SUMAN SHARMA daughter of Sh. J. P. SHARMA & wife of Sh. SUNIL PANJWANI, residing at D-48, Prithvi Raj Road, Adarsh Nagar, Delhi-110033, have changed my name and shall hereafter be known as JIYA PANJWANI.

It is certified that I have complied with other legal requirements in this connection.

SUMAN SHARMA [Signature (in existing old name)]

I, DINESH SINGH SEHGAL son of Late S. M. SINGH SEHGAL, employed as Sole Prop. of M/s. Lusa Services Regd., at LG-7, Lusa Shopping Complex Azadpur, Delhi-110033, residing at C-571, Second Floor, Gali No.-7, Majlis Park, Adarsh Nagar, Delhi-110033, have changed the name of my minor daughter GRITIKA SEHGAL, aged 16 years and she shall hereafter be known as GRITIKA KAUR SEHGAL.

It is certified that I have complied with other legal requirements in this connection.

DINESH SINGH SEHGAL [Signature of Guardian]

I, hitherto known as ANANDO wife of Sh. H. S. VASAN, residing at 201, Wama Regency, No. 14, Rhenius Street, Langford Town, Bangalore-560025, have changed my name and shall hereafter be known as VIMLA VASAN.

It is certified that I have complied with other legal requirements in this connection.

ANANDO [Signature (in existing old name)]

I, hitherto known as SUKHJEET KAUR wife of MAGHAR SINGH, a Housewife residing at 16, Mulazim Colony, Bareta Tehsil Budhlada, Distt. Mansa (Punjab), have changed my name and shall hereafter be known as SUKHDARSHAN KAUR.

It is certified that I have complied with other legal requirements in this connection.

SUKHJEET KAUR [Signature (in existing old name)]

I, hitherto known as SURYA BHAN son of Late RAMDULARE, residing at F-26, J Kumar Infrastructure Ltd, Lajpat Nagar-III, have changed my name and shall hereafter be known as SURYA BHAN VARMA.

It is certified that I have complied with other legal requirements in this connection.

SURYA BHAN [Signature (in existing old name)]

I, hitherto known as NISHU GUPTA daughter of Sh. YOGENDER GUPTA, residing at CP-146, Maurya Enclave, Pitam Pura, Delhi-110034, have changed my name and shall hereafter be known as NISHIKA GUPTA.

It is certified that I have complied with other legal requirements in this connection.

NISHU GUPTA [Signature (in existing old name)]

I, hitherto known as POOJA RANI daughter of Sh. RAJESH KUMAR KARAN, residing at Sakin Basant Vihar Colony, Zeromile Sabor, Bhagalpur, have changed my name and shall hereafter be known as ANANYA KARAN.

It is certified that I have complied with other legal requirements in this connection.

POOJA RANI [Signature (in existing old name)]

I, hitherto known as HEMANT KUMAR son of Sh. DAMAN KUMAR TANDON, employed as Stenographer in the Cabinet Secretariat, Government of India, New Delhi, residing at 13-A/11, Old Rajinder Nagar, New Delhi-110060, have changed my name and shall hereafter be known as HEMANT KUMAR TANDON.

It is certified that I have complied with other legal requirements in this connection.

HEMANT KUMAR [Signature (in existing old name)]

I, hitherto known as DEVKI wife of Sh. YOGESH KUMAR, residing at F-2/114, Ground Floor, Sector-16,

Rohini, Delhi-110089, have changed my name and shall hereafter be known as REKHA.

It is certified that I have complied with other legal requirements in this connection.

DEVKI [Signature (in existing old name)]

I, hitherto known as VERNIKA RAMESHWAR SHUKLA wife of Sh. JATIN DEWANWALA, residing at E-492, Greater Kailash, Part-II, New Delhi, have changed my name and shall hereafter be known as VERNIKA DEWANWALA.

It is certified that I have complied with other legal requirements in this connection.

VERNIKA RAMESHWAR [Signature (in existing old name)]

I, hitherto known as DHEERAJ son of Sh. K. S. AGRAWAL, a student of B. Tech (Electrical Engineering), 4th Year at IIT Roorkee, residing at 373, Sector-2, Chiranjiv Vihar, Ghaziabad-201001, have changed my name and shall hereafter be known as DHEERAJ AGRAWAL.

It is certified that I have complied with other legal requirements in this connection.

DHEERAJ [Signature (in existing old name)]

I, hitherto known as SONAM BAHL daughter of Sh. KULBHUSHAN MITRA, residing at 50, 1st floor, New Layalpur Extn., Chander Nagar, Delhi-110051, have changed my name and shall hereafter be known as SONAM MITRA.

It is certified that I have complied with other legal requirements in this connection.

SONAM BAHL [Signature (in existing old name)]

I, V. RAMASAMY son of Sh. R. VASUDEVA IYER, Practising Company Secretary, having office at G-156/F-2, Dilshad Colony Delhi-110095 and residing at F-185/F-3, Dilshad Colony, Delhi-110095, have changed the name of my minor son R. MUTHU VENKATARAMAN (Date of Birth 15th July 2000) aged 12 years to R. BALAJI and he shall hereafter be known as R. BALAJI.

It is certified that I have complied with other legal requirements in this connection.

V. RAMASAMY [Signature of Guardian]

I, hitherto known as SUNANDA TAR wife of Sh. M. R. KAR, residing at B-267, Chittaranjan Park, New Delhi-110019, have changed my name and shall hereafter be known as SUNANDA KAR.

It is certified that I have complied with other legal requirements in this connection.

SUNANDA TAR [Signature (in existing old name)]

I, ASHWANI TYAGI son of Late B. C. TYAGI, employed as Senior Commander in the Jet Airways (I) Ltd., residing at A-001, Plot-14, Sector-12, Vikram Nagar C.G.H.S. Ltd., Dwarka, New Delhi-110075, have changed the name of my minor son OJASWI TYAGI aged 14 years and he shall hereafter be known as OJUS TYAGI.

It is certified that I have complied with other legal requirements in this connection.

ASHWANI TYAGI [Signature of Guardian]

I, hitherto known as ASHWANI TYAGI son of Late B. C. TYAGI, employed as Senior Commander in the Jet Airways (I) Ltd., residing at A-001, Plot-14, Sector-12, Vikram Nagar C.G.H.S. Ltd., Dwarka, New Delhi-110075, have changed the name of my minor son TEJASWI TYAGI aged 7 years and he shall hereafter be known as TEJUS TYAGGI.

It is certified that I have complied with other legal requirements in this connection.

ASHWANI TYAGI [Signature of Guardian]

I, hitherto known as NIRMALA KISHWAN daughter of Late MAHAVIR PRASAD POKHRIYAL, employed in (Directorate of Education, Delhi) residing at C-339, Sarojini Nagar, New Delhi-110023, have changed my name and shall hereafter be known as NIRMALA KUMARI.

It is certified that I have complied with other legal requirements in this connection.

NIRMALA KISHWAN [Signature (in existing old name)]

I, hitherto known as HARMIT KAUR wife of SUKHWINDER SINGH, employed as Housewife residing at Pulpukhta, P.O. Miani Hoshiarpur-144203, have changed my name and shall hereafter be known as HARMIT KAUR MANN.

It is certified that I have complied with other legal requirements in this connection.

HARMIT KAUR [Signature (in existing old name)]

I, hitherto known as BABU LAL KAIM son of Late NATHU RAM GAUTAM, residing at C-8/229, Yamuna Vihar, Delhi-110053, have changed my name and shall hereafter be known as BABU LAL GAUTAM.

It is certified that I have complied with other legal requirements in this connection.

BABU LAL KAIM [Signature (in existing old name)]

I, hitherto known as THRIDEEP PRADEEP MENON son of C JANARDHANAN NAIR, employed as a businessman residing at Flat #207, Green Hall Residency Apartments, #50 Cunningham Road, Bangalore-560052, have changed my name and shall hereafter be known as THRIDEEP J.

It is certified that I have complied with other legal requirements in this connection.

THRIDEEP PRADEEP MENON [Signature (in existing old name)]

PUBLIC NOTICE

It is for general information that I, SANJIV KAPOOR son of Sh. SARWAN KUMAR KAPOOR, residing at 5/25A, Block-5, Vijay Nagar, Double Storey, Delhi-110009, declare that name of mine has been wrongly written as SANJAY KAPOOR in my sons educational documents and in the other documents. The actual name of mine is SANJIV KAPOOR which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

SANJIV KAPOOR [Signature]

It is for general information that I, RAJ KUMARI wife of Sh. ASHOK KUMAR, residing at 221-D, DDA Flats, Jhilmil Colony, Delhi-110095, declare that name of mine has been wrongly written as RAJNI in my minor son ADITYA KUMAR's educational documents. The actual name of mine is RAJ KUMARI which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

RAJ KUMARI [Signature] It is for general information that I, DHAN DEVI wife of Late DASHRATH, residing at 351, Block B, J. J. Colony, Khanpur, Delhi, declare that name of my husband has been wrongly written as RAJU in my daughter's educational documents and in the other documents. The actual name of my husband is DASHRATH which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

DHAN DEVI [Signature]

It is for general information that I, SATYA NARAYAN MISHRA son of Sh. VISHWA NATH MISHRA, residing at 703, Mahavir Prasad Block, Asiad Village, New Delhi-110049, declare that name of mine has been wrongly written as S. N. MISHRA in educational documents of my daughter MAITRREI GAUTAM. The actual name of mine is SATYA NARAYAN MISHRA which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

SATYA NARAYAN MISHRA [Signature]

It is for general information that I, SATYA NARAYAN MISHRA son of Sh. VISHWA NATH MISHRA, residing at 703, Mahavir Prasad Block, Asiad Village, New Delhi-110049, declare that name of mine has been wrongly written as S. N. MISHRA in educational documents of my son YUVRAJ MISHRA. The actual name of mine is SATYA NARAYAN MISHRA which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

SATYA NARAYAN MISHRA [Signature]

It is for general information that I, SOURAV PANDA son of Sh. BIMAL KUMAR PANDA, residing at 943, Gali No. 20, Libaspur P.O. Samaipur, Delhi-110042, declare that name of mine, my father and my mother has been wrongly written as SOURAV PANDEY, BIMAL KUMAR PANDEY, SWAPNA PANDEY in my educational documents. The actual name of mine, my father & my mother are SOURAV PANDA, BIMAL KUMAR PANDA, SWAPNA PANDA respectively which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

SOURAV PANDA [Signature]

It is for general information that I, SARITA wife of Sh. JAI PARKASH GUPTA, residing at 1629/1, Mahavir Pura, New Railway Road, Gurgaon, Haryana, India, declare that name of mine has been wrongly written as SARITA GOYAL in my ward's documents and in other documents. The actual name of mine is SARITA which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

SARITA [Signature]

It is for general information that I, DEEPESH GUPTA son of Sh. JAI PARKASH GUPTA, residing at 1629/1, Mahavir Pura, New Railway Road, Gurgaon, Haryana, India, declare that name of mine/my father has been wrongly written as DEEPESH/JAI PARKASH in my educational documents and in other documents. The actual name of mine my father is DEEPESH GUPTA/JAI PARKSASH GUPTA which may be amended accordingly.

It is certified that I have complied with other legal requirements in this connection.

DEEPESH GUPTA [Signature]

जार्जियो अरमानी इंडिया प्राईवेट लिमिटेड

नई दिल्ली-110059

कम्पनी के सदस्यों का स्वैच्छिक समापन के मामले में

कम्पनी अधिनियम, 1956 की धारा 485(1) के अनुपालम में एतद्द्वारा सूचित किया जाता है कि कम्पनी ने 11 मार्च, 2013 को आयोजित संदस्यों की असाधारण सामान्य सभा में निम्न विशेष प्रस्ताव पारित किये हैं:

(ए) कम्पनी का स्वैच्छिक समापन:

''निश्चय किया गया कि कम्पनी का स्वैच्छिक समापन के संबंध में कम्पनी अधिनियम, 1956 की धारा 484(1)(बी) के प्रावधानों और अन्य लागू नियमों, दिशा-निर्देश और कानूनों (लागू होने तक अन्य किसी भी संशोधन अथवा पुन: नियमन सिहत) यदि कोई हो, और सभी आवश्यक स्वीकृतियों, अनुमितयों एवं अनुमोदनों के अनुपालन में सदस्यों का स्वैच्छिक समापन के रूप में कम्पनी के स्वैच्छिक समापन के लिए कम्पनी सदस्यों की सम्मित होना और करना।

और संकल्प किया गया कि साल्वन्सी की घोषणा, सम्पतियों से अनुमानित प्राप्त राशि और 31 जुलाई, 2012 को कम्पनी द्वारा देय परिसम्पतियों एवं देयताओं की निदेशकों द्वारा शपथ लेना और एतद्द्वारा पुष्टि, अनुमोदन और स्वीकृति करना।

और संकल्प किया गया कि 31 जुलाई 2012 को नवीनतम आकेंक्षित तुलन पत्रों में उपलब्ध कम्पनी की सभी परिसम्पतियों एवं देयताओं को कम्पनी के ऐसे सदस्यों के बीच वितरित/समायोजित किया जाएगा। जिनके नाम उस तिथि को सदस्यों के रजिस्टर में शामिल होंगे जो उनको शेयरधारिता अनुपात के समानुपाति आधार में होगा।

और संकल्प किया गया कि कम्पनी अधिनियम, 1956 की धारा (490)(1) के प्रावधानों के अनुपालन में श्री दीपक कुकरेजा, पेशेवर कम्पनी सचिव को रु. 1,00,000/- (रुपये एक लाख मात्र) के पारिश्रमिक और वास्तविक लागत में व्यय हुई राशि की प्रतिपूर्ति पर कम्पनी के स्वैच्छिक समापन और कम्पनी की परिसम्पति वितरण के प्रयोजनार्थ कम्पनी परिसमापक के रूप में नियुक्त किया गया।

और संकल्प किया गया कि कम्पनी निदेशक हस्ताक्षर करने, कार्यान्वयन और उपरोक्त संकल्पों के प्रभावीकरण के लिए आवश्यक सभी शपथपत्रों, घोषणाओं, दस्तावेजों, कागजी कार्यवाही और अन्य सभी कार्यवाही और कार्य करने के लिए अधिकृत होंगे।''

(बी) परिसमापक और बोर्ड शक्तियाँ:--

''और संकल्प किया गया कि बोर्ड की शक्तियाँ कम्पनी परिसमापक के रूप में नियुक्त किये गये श्री दीपक कुकरेजा, पेशेवर कम्पनी सचिव धारण करेंगे और श्री दीपक कुकरेजा, पेशेवर कम्पनी सचिव निम्न शक्तियों के प्रयोग के लिए सशक्त होंगे:

- (ए) कम्पनी के विरुद्ध अथवा कम्पनी की ओर से कोई भी मुकदमा चालू अथवा बचाव करने, पैरवी करना, अन्य कोई कानूनी कार्यवाही करना, सिविल अथवा फौजदारी।
- (बी) कम्पनी के लाभप्रद समापन हेतु जब तक आवश्यक हो कम्पनी व्यवसाय को चलाते रहना।
- (सी) चल और अचल सम्पित और कार्यवाही योग्य कम्पनी दावों को सार्वजनिक नीलामी अथवा निजी संपर्कों से बेचना। किसी व्यक्ति अथवा कम्पनी कारपोरेट को समग्र रूप में हस्तांतरण, अथवा इन्हें टुकड़ों में बेचने सिहत।
- (डी) कम्पनी के पूर्ण उपक्रम को उसकी संचालित अवस्था में बेचना।

- (ई) कम्पनी की परिसम्पतियों को बंधक कर आवश्यक धन जुटाना।
- (एफ) कम्पनी समापन मामले और कम्पनी परिसम्पतियों के वितरण हेतु आवश्यक सभी कार्य करना।

एवं और संकल्प किया गया कि कम्पनी अधिनियम 1956 की धारा 491 के साथ पठित धारा 512 के अनुसरण और श्री दीपक कुकरेजा की बतौर कम्पनी परिसमापक नियुक्ति पश्चात् कम्पनी निदेशक कम्पनी के लाभप्रद तरीके से समापन के लिए आवश्यक कम्पनी की सामान्य, व्यवसायिक गतिविधियां चलाने के उद्देश्य हेतु अपनी सामान्य शक्तियों का प्रयोग करने के लिए अधिकृत होंगे।"

कृते जॉर्जियो अरमानी इंडिया प्राईवेट लिमिटेड

स्थान : मिलान, इटली

डेविड गेम्बिलारा

दिनांक: 11.03.2013

निदेशक

GIORGIO ARMANI INDIA PRIVATE LIMITED

New Delhi-110059

In the matter of Members' Voluntary Winding up of the Company

Notice is hereby given pursuant to Section 485(1) of the Companies Act, 1956, that the Company has passed the following special resolutions at the Extra Ordinary General Meeting of its members held on March 11, 2013:

(a) Voluntary Winding up of the Company:

"RESOLVED THAT in terms of the provisions of Section 484(1)(b) and other applicable provisions, if any, of the Companies Act, 1956 and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and all requisite approvals, permissions and sanctions with regard to voluntary winding up of the Company, the consent of the members of the Company be and is hereby accorded for voluntary winding up of the Company as a members' voluntary winding up.

RESOLVED FURTHER THAT the Declaration of Solvency and the Statement of estimated realisable value of assets and liabilities thereto payable by the Company as on 31st July, 2012 taken on oath by the Directors be and are hereby confirmed, approved and adopted.

RESOLVED FURTHER THAT all the assets and liabilities of the Company as appearing in the latest Audited Balance Sheet as on 31st July, 2012 be distributed/adjusted amongst the members of the Company whose name appear in the

Register of Members as on date on a pro-rata basis as per their share holding ratio.

RESOLVED FURTHER THAT pursuant to Section 490(1) of the Act Mr. Deepak Kukreja, Practising Company Secretary be and is hereby appointed as the liquidator of the Company for the purpose of winding up the affairs and distributing the assets of the Company at a remuneration of INR 100,000/- (Rupees One Lac) plus reimbursement of out of pocket expenses at actual cost.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to sign, execute and deliver all such affidavits, declarations, documents, papers and to do all such acts, things and deeds as may be necessary to give effect to the above resolution."

(b) Liquidator and Board Powers

"RESOLVED THAT the powers of the Board be assumed by Mr. Deepak Kukreja, Practising Company Secretary appointed as the Liquidator of the Company and that Mr. Deepak Kukreja, Practising Company Secretary be and is hereby empowered to exercise the following powers:

- (a) to institute or defend any suit, prosecution, or other legal proceeding, civil or criminal, in the name and on behalf of the Company;
- (b) to carry on the business of the Company as far as may be necessary for the beneficial winding up of the Company;

- (c) to sell the immovable and movable property and actionable claims of the Company by public auction or private contract, with power to transfer the whole thereof to any person or body corporate, or to sell the same in parcels;
- (d) to sell whole of the undertaking of the Company as a going concern;
- (e) to raise on the security of the assets of the Company any money requisite; and
- (f) to do all such other things as may be necessary for winding up the affairs of the Company and distributing its assets.

RESOLVED FURTHER THAT pursuant to Section 491 read with Section 512 of the Companies Act, 1956, and subsequent to the appointment of Mr. Deepak Kukreja as Liquidator of the Company, the Directors of the Company be and are hereby authorised to exercise its usual powers for the purpose of carrying on the normal business of the Company necessary to carry out the winding up of the Company properly and beneficially."

For GIORGIO ARMANI INDIA PRIVATE LIMITED

Place: Milan, Italy Date: March 11, 2013 DAVIDE GAMBILLARA

Director

यूनिवर्सल कॉमोडिटी एक्सचेंज लिमिटेड (यू.सी.एक्स.)

मुंबई, दिनांक 5 फरवरी 2013

एस.ओ. 2/10/2012-एमडी-I--वायदा अनुबन्ध (विनियमन) अधिनियम, 1952 (1952 का 74) धारा 9ए(2) में प्रदत्त शक्तियों का प्रयोग करते हुए एवं भारत सरकार, वाणिज्य एवम् उद्योग मंत्रालय, अधिसूचना सं. एस. ओ. 1962, दिनांक 4 मई 1960, वायदा बाजार आयोग के अनुमोदन सिंहत, यूनिवर्सल कॉमोडिटी एक्सचेंज लिमिटेड, नवी मुंबई, के मेमारेंडम एवम् आर्टिकल्स ऑफ एसोसिएशन, अर्थात् :

(यू.सी.एक्स. की अनुमोदित मेमोरेंडम एवम् आर्टिकल्स की विषय-वस्तु यहां पुन: प्रस्तुत)

हस्ता./- अपठनीय प्रबंध निदेशक एवं मुख्य अधिशाषी अधिकारी

कंपनी अधिनवन, १९५६ अंशों द्वारा सीमित कंपनी चूनिवर्धक कॉमोडिटी एक्सचेंन लिमिटेड का मेमोरेंडन ऑफ असोसिएशन

- I. कंपनी का नाम **यूनिवर्सल कॉमोडिटी एक्सचेंन लिमिटेड** है.
- कंपनी का पंजीकृत कार्यालय महाराष्ट्र राज्य में स्थित होगा अर्थात मुंबई के कंपनी रिजस्ट्रार के क्षेत्राधिकार के अंतर्गत.
- III. उद्देश्य जिसके लिये कंपनी की स्थापना की गई है:-
 - ए. कंपनी का नुक्य उन्देश्य इसके विमनीकरण पर कंपनी द्वारा इसका अनुसरण करना:-
 - 9. वायदा बाजार अनुबंध (विनियमन) अधिनियम, १९५२ के प्रावधानों के अधीन सभी प्रकार की सुविधाओं के लिये, सभी प्रकार की वस्तुओं के व्यापार के लिये एक तंत्र की स्थापना करना, संगठन करना, विनियमित एवम नियंत्रित करना, जिसमें सिम्मिलत है कवा एवम विभिन्न कर्जा उत्पाद, अन्य उपकरण एवम तत्संबंधी व्युत्पन्न, जिसमें सिम्मिलत है वायदा लेनदेन, एवम अन्य गतिविधियां, जिसमें सिम्मिलत है जांच सुविधाएं एवम प्रमाणांकन एवम मुंबई एवम भारत में अन्यत्र सविधाओं की स्थापना, संघालन, विनियमित, रखरखाव एवम प्रबंधन करने के उद्देश्य के लिये, एक्सचेंज के सदस्यों, उनके अधिकृत अभिकर्ताओं एवम घटकों एवम अन्य सहभाणियों को, एक्सचेंज पर विभिन्न प्रकार की वस्तुओं के अनुबंधों एवम अन्य उपकरणों एवम इसके व्युत्पन्नों में तैयार, वायदा एवम भविष्य के बाजारों में लेनदेन, समाशोधन एवम समझौता करने में समर्थ करना, वायदा बाजार में तैयार, एवम एक्सचेंज एवम उनके अधिकृत अभिकर्ताओं एवम घटकों एवम अन्य सहभाणियों को भारत के अन्वर एकम/या बाहर बाजार में प्रवेश प्रवान करना, एवम प्रवान करना, शुक्त करना, एवम इससे संबंधित सभी तरह की सहयोगी सेवाओं को कंपनी के विधान, उपविधियों एवम एक्सचेंज के नियमों के अनुसार करने का उत्तरदायित्व लेना.
 - सभी तरह की वस्तुओं एवम ब्युत्पन्न में लेनदेन एवम व्यापार, समाशोधन एवम वस्तुओं के व्यापार, समाशोधन एवम निपटारे के लिये विशेषका, आधुनिक, स्वचालित एवम आधुनिक सुविधाये ईमानदारी एवम सम्मान के एक उच्च मानक के साथ प्रदान करने के लिये, सार्वजनिक हित में सुविधाननक बनाना, प्रोत्साहन देना, सहायता करना, विनियमित एवम प्रबंधित करना, एवम भारत में या बाहर घटकों के उपयोग के साथ व्यापार में पारदर्शिता एवम खुला तरीका सुनिश्चित करना.
 - राष्ट्रीय स्तर पर कॉमोडिटी एक्सचेंज के संबंध में सभी कदम उठाना एवम इस तरह की जीतिविधियों को प्रारंभ करना, सुविधाननक बनाना एवम उत्तरदायित्व लेना, जो कि अच्छी सेवा एवम सुरक्षा के लिये आवश्यक है, घटको के लिये अधिक से अधिक तरलता सुनिश्चित करने के लिये आवश्यक है, एक्सचेंज में आसान प्रवेश प्रदान करना, अंतर-बाजार लेनदेन की सुविधा एवम लागत प्रभावी द्वृत एवम कुशल तरीके से वस्तुओं में लेनदेन की सुविधा प्रदान करना.

दिमांक १९ करवरी, २०१३ को आयोजित असाधारच सभा में ऋष्ड ए(१) में विशेष प्रस्ताव पारित करके बदलाव.

बी. आबुषांमिक एवन मुख्य उद्देश्यों की प्राप्ति के लिये खहाबक वख्तुएं:-

- ४. वायदा बाजार (विनियमन) अधिनियम, १९५२ एवम वायदा बाजार (विनियमन) नियम, १९५४ के अनुसार कॉमोडिटीज में क्रय, विक्रय, सौदों एवम लेनदेन के व्यवसाय का प्रबंधन करने के उद्देश्य के लिये एक्सचेंज की मान्यता के लिये, मान्यताप्राप्त राष्ट्रीय स्तर के कॉमोडिटी एक्सचेंज के तौर पर, भारत सरकार को आवेदन करना एवम प्राप्त करना.
- ५. धाराएं, उपविधियां, नियम एवम विनियम परिभाषित करने के लिये तैयार करना, सुधार करना एवम लागू करना एवम नियमों एवम शर्तों का विनियमन करना, जिसके अथीन इन प्रस्तुतियों में एक्सचें का व्यवसाय रेखांकित के तौर पर, समय-समय पर चलाया नायेगा.
- ६. पर्याप्त पंचनिर्णय, सर्वे, लेबोरेटरी जांच या अन्य तरीकों द्वारा प्रबंध करने के लिये, विवादों का निपटारा करने के लिये तंत्र एवम एक्सचेंज की व्यापारिक विधियों, कार्यों, उपयोगों, ग्राहकों या व्यवसाय को चलाने के लिये घटकों, एवम एक्सचेंज पर व्यापार के लिये व्यापार करने या अनुमति देने के लिये निर्णय, विभिन्न कॉमोडिटीन एवम उपकरणों एवम इसके व्युत्पन्नों में तैयार, वायदा एवम भविष्य के बाजारों में व्यापार करने के लिये अनुबंधों के उपयुक्त रूपों के लिये भी प्रदान करना.
- ७. कंपनी के क्रियाकलापों का संचालन करने के लिये या कंपनी के हितों में कुछ व्यवसाय या संचालन में सहायक या आकरिमक या समीचीन का संचालन करने के लिये कंपनी या कंपनियां या सहयोगियों का गठन करने के लिये एवम इस तरह या अन्य कंपनियों के लिये कंपनी की कुछ गतिविधियों को आऊटसोर्स भी करना.

- ८. एक्सचेंज के सदस्यों एवम एक्सचेंज के पंजीकृत गैर-सदस्यों से कंपनी के विधान, नियमों, उपविधियों एवम विनियमों की शतों में प्रतिमृति जमाएं, प्रवेश शुक्क, लेनदेन एवम समाशोधन शुक्क, निधि सदस्यता, मार्जिन्स, दंड, टोल्स एवम लेवी, वसूल करने एवम प्राप्त करने के लिये लेवी शुक्क, कोई अन्य शुक्क एवम/या राशियां.
- एक्सचेंज के सदस्यों एवम उसके घटकों एवम अन्यों द्वारा वसूल किये जाने कमीशन का पैमाना एवम दलाली एवम अन्य शल्क विनिचनित एवम निर्धारित करना.
- 90. विभिन्न अवीं द्वारा विवादों के सुविधाननक प्रस्ताव के लिये, जिसमें सिन्मिलत है व्यान, सुलह, पंचनिर्णय, सर्वे, लेबोरेटरी जांच एवम इस तरह की शर्ता एवम इस तरह के मामलों में पंचों, अपायरों एवम सर्वयरों को नामित करने के लिये, तैसो मी फाचदेमंद समझा जा सकता है, एवम शेनीय या स्थानीच पंचनिर्णय सर्वे पैनल एवम अपील कमीटी कपो से, हे करने के लिये एवम एक्सचेंन पर प्रभावित होने बाले डोनदेनों के संबंध में या संबद्ध या उत्पन्न होने वाले दावों या विवादों के पंचनिर्णय के लिये गियमों एवम विविद्यों के लिये प्रदान करने के लिये एवम जिसमें एक्सचेंन के सदस्यों में आपस में एवम/व्या एक्सचेंन के सदस्यों के लिये प्रदान करने के लिये एवम जिसमें एक्सचेंन के सदस्यों के मध्य विवादों का पंचनिर्णय सिम्मिलत है एवम व्यक्ति जो एक्सचेंन का सदस्य नहीं है, एवम इस तरह के पंचनिर्णयों, सर्वेवर्स, क्षेत्रीय या स्थानीय पंचनिर्णय पेनल एक्स अपीलेट कमित्री सदस्यों, यदि कोई हो, को पारिजनिक देना, एवम इस तरह के पंचनिर्णय एवम सर्वे की प्रक्रियाओं, पंचनिर्णयों की फील, इस तरह के पंचनिर्णय की लागत के संबंध में नियम, उपविधियां एवम विनियम बनाना, एवम सभी अवार्डस को नाम करना एवम सभी अवार्डस को नाम करना.
- 99. कंपनी के व्यवसाय के संबंध में सांक्यिकीय एवम अन्य सूचनाओं को प्राप्त करने, संग्रह करने, रक्षा करने, प्रसार करने या विक्रय करने के लिये, लायब्रेरी का रखरखाव करने के लिये एवम छापने, प्रकाशिकत करने, उत्तरवायित्व लेने, प्रबंध करने के लिये एवम कंपनी के उद्दश्यों के प्रोत्साहन में या संबंध में या अन्य कार्यों में या कोई समाचार पत्र, जर्मल, मेगजीन, पेम्फलेट, कार्यालय ईयर बुक को चलाने के लिये.
- 9२. व्यापार, उद्योग, बेंकीम, वाफित्य, वित्त वा कंपनी प्रशासन में संकिप्त व्यवित्तयों या संकिप्त होने वाले व्यवित्तयों की मांच, विकास, तकनीकी एवम व्यावसायिक जानकारी को सुधारने वा तरक्की के लिये एवम विशेष रूप से कॉमोडिटीज एवम व्यावसायिक जानकारी को सुधारने वा तरक्की के लिये एवम विशेष रूप से कॉमोडिटीज एवम व्यावसाय एवम कंपनी से संबंधित मितिविधियों के लिये एवम प्रतिन्तियों एवम अन्य अपकरणों या उसके संबंध में अन्य गतिविधियों के संबंध में, लेक्सीस, क्लासेज, कोर्सेज, सेनीनार्स एवम इसी तरह के आयोजनों को करके, एवम इस तरह के व्यवित्तयों की परीक्षा वा अन्यव्या द्वारा जांच करके, एवम अवार्ड सर्टिफिकेड एवम किसीना के लिये एवम संस्थानों के लिये एवम अन्य होशिक संस्था के सेटअप या गठम के लिये या इसको चलाने, प्रवंध करने वा प्रशासन करने के लिये.
- 9३. सदस्य बनाने के लिये सदस्यता, वा उनके साथ था किसी अन्य एसोसिएशन या कंपनी के साथ सहयोग करना, चारे निजानित हो या जा हो, भारत में हो या विदेश में हो, जिसके उद्देश्य कंपनी द्वारा प्रस्तुत हिलों कमो प्रोत्साहित करते हैं, ताकि सामान्य वामिन्यिक एवन प्राप्त करने के लिये, जैसा कि आगे कंपनी के उद्देश्य हो सकते हैं.
- 98. प्रबंध में भाग लेने के लिये, या शोध, जांच एवम प्रशिक्षण विभाग को सेट करने के लिये एवम/या भारत या विदेश में एक्सचेंग को सेट करने एवम संगठन करने के लिये सलाहकार या परामर्शदाता के तौर पर कर्या करना एवम भारत या विदेश में किसी अन्य अन्य एक्सचेंग के साहचर्च में प्रवेश करना चाहे सदस्य बनकर या कंपनी के उद्देश्यों को आगे बढ़ाने के लिये सहयोग के सिद्धान्त पर.
- 94. किसी व्यक्ति या कंपनी के साथ, जो किसी व्यवसाय को बलाने में या संवालन करने में संलिप्त हो या संलिप्त होने वाला हो, या ऊचि रखता हो, के साथ भागीदारी, सहबोग एवन संघ के हित की प्रकृति में भागीदारी या व्यवस्थापन में प्रवेश करना, जिसके लिये यह कंपनी संचालन करने के लिये अधिकृत है, जिसके द्वारा कंपनी कोई भी लाभ प्राप्त करती है, वाहे प्रत्यक्ष ऊप से या अप्रत्यक्ष ऊप से.
- 9६. कंपनी के हितों की रक्षा करने के लिये या कंपनी के उद्देश्यों को आगे बढाने के लिये एवन उसकी ओर से घारण करने के लिये न्यासियों की नियुक्ति करना.
- 9७. कंपनी के उद्देश्यों को आने बढाने के उद्देश्य के लिये, किसी कंपनी के साथ मिलना या विलय करना, या इस कंपनी के साथ किसी कंपनी को साथ मिलाने वा विलय करने की अनुमति देना.
- 9C. गठन करना, निर्मित करना, प्रोत्साहित करना, प्रबंध करना, सहायता देवा, संगठित करना, या गठन करने, निर्मित करने, प्रोत्साहित, प्रबंध करने, सहायता देवे, संगठन करने में, कंपनियों की सभी प्रकार से सहायता करना, किसी अंटरटेकिंग या समप्तित को प्राप्त करने के लिये, चाहे चल या अचल, चाहे इसके उद्देश्यों को प्रत्यक्ष या अप्रत्यक्ष रूप से अभिन के लिये इस तरह की अंटरटेकिंग के दायित्व सहित या बिना सम्बद्ध, एवम अंशों, डिबेन्चर्स एवम अन्य प्रतिनृत्तियों को या इस तरह की अंटरटेकिंग को लेवे या अन्यथा यारण करने या निपटाने में, एवम इस तरह की किसी कंपनी को सहायता देवे या अन्यथा सहायता देवे या प्रवंध करने या स्वामित्व में.
- १९. या तो सर्वापरि, अभिकर्ताओं, म्यासियों, ठेकेदारों या अम्यथा, अकेले या अम्यों के साथ संयोजन के ऊप में एवम या अभिकर्ताओं, म्यासियों या अम्यथा द्वारा या माध्यम से, कंपनी के उद्देश्यों को प्राप्त करने के लिये, भारत एवम विदेश में व्यवसाय करना.

- भारत के अन्दर या भारत से बाहर इसके व्यवसाय के लिये कार्यालयों, शाखाओं एवम अभिकर्ताओं को स्थापित करना एवम रखरखाव करना.
- किसी भूमि, भवनों, निर्माणों या कार्यों का कंपनी के कार्यो एवम उद्देश्यों के लिये आवश्यक एवम सुविधाननक करने के लिये निर्माण करना, विकास करना, रखरखाव करना एवम बदलाव करना.
- २२. इसके सभी या किन्हीं संगठित शक्तियों, अधिकारों एवम विशेषाधिकारों को क्रियान्वित करना एवम किसी बाहरी देश में किसी या सभी राज्यों, प्रदेशों, आधिपत्यों, कॉलोनियों एवम उनकी निर्भरता में इसके व्यवसाय को संचालित करना.
- २३. किसी सामान्य या उपयोगी उद्देश्य एवम आर्थिक सहायता, कोई साहवर्य निकाय या गतिविधि कंपनी अधिनियम १९५६ के प्रावधानों के पालन के अधीन, सदस्यता के लिये, दान या अनुदान या गारंटी राशि देकर योगदान करना.
- २४. किसी निधी, न्यास एवम अभिम की सुविधाननक गणना की स्थापना एवम सहयोग में स्थापित करना एवम सहयोग या सहायता करना, एवम आगे विशेष ऊप से कंपनी के कार्यो एवम उद्देश्यों के लिये, एवम सामान्यतः कॉमोडिटी, पूंजी एवम वित्तीय बानारों में, निसमें कॉमोडिटी उत्पादों में बानार सिम्मलित है.
- २५. एक्सचेंन की उन प्रस्तुतियों एवम साहचर्य के अंतर्नियमों एवम नियमों, उपितिथयों एवम एक्सचेंन के विनियमों में संदर्भित कंपनी के सरप्तस फंड की नियुक्ति के लिये या किसी भी उद्देश्य के लिये भुगतान करना या निथियों के बाहर संवितरण करना या कंपनी की अन्य चल सम्पत्तियों को एवम बनाना, अंकित करना, स्विकार करना, अनुमोदन करना, खूट देना, वारंट निष्पादित करना, डिबेन्चर्स या अन्य परक्राम्य या अंतरित दस्तावेन का निष्पादन करना
- २६. उधार लेना, किसी भी तरीके से ऋण जुटाना, ऋणग्रस्तता बनाना, अनुदान या अग्रिम (चाहे ब्याज रहित हो या ना हो) इविवटी ऋण प्राप्त करन के लिये, या कंपनी के इन प्रयोजनों एवम उद्देश्यों के लिये कोई भी आवश्यक धन इस तरह की शतों एवम इस तरह की रीति पर जुटाना एवम प्रतिभूतियों सित या प्रतिभूतियों के बिना, जो कि समय-समय पर निर्धारित हो सकता है, एवम डिबेन्चर्स, डिबेन्चर्स स्टॉक एवम/या अन्य प्रतिभूतियों को जारी करने के द्वारा. कोई भी व्यक्ति भुगतान का दावा कर रहा है, चाहे मूल या ब्याज या अन्यथा या अन्य उधार लिये गये या जुटाये गये धन के संबंध में कैसा ही, कंपनी की निर्धियों, सम्पत्तियों एवम अन्य सम्पत्तियों से इस तरह के भुगतान का दावा करने का हकदार होगा, जो कि सभी अच्छे दावों एवम मांगों, जो भी हो, के लिये एकमात्र जवाब देने के लिये उत्तरदायी समझा जायेगा, इस तरह के उधार लिये गये एवम जुटाये गये धन के अंतर्गत एवम संबंध में, एवम व्यक्तिगत निर्धियों सम्पत्ति के लिये नहीं एवम सभी या किसी एक या अधिकांश निर्देशकों के बोर्ड या कंपनी के सदस्यों, उनके उत्तराधिकारियों, निष्पादकों, प्रशासकों, वारिसों एवम निर्देष्टों के अन्य अधिकार, जो किसी भी तरह से व्यव की हुई कोई व्यक्तिगत दायित्व या स्वयं को प्रस्तुत करना या उसका स्वयं का व्यक्तिगत विषय या किसी भी दावे या मांग के अंतर्गत आरोप, के लिये दावी नहीं समझा जायेगा.
- २७. कंपनी के धन को निवेश करना, उधार देना या अग्रिम देना, निसकी तुरंत आवश्यकता ना हो, इस तरह की प्रतिभूति में या पर, एवम ब्यान सहित या ब्यान रहित एवम इस तरह के अन्य निवेशों में नो कि समय-समय पर कंपनी द्वारा या निवेशकों के बोर्ड द्वारा कंपनी अधिनियम, १९५६ के प्रावधानों के अंतर्गत निर्धारित किये जा सकते हैं.
- २८. कंपनी के व्यवसाय के सुधार करने की दृष्टि से अन्यों के साथ अकेले या संयुक्त रूप से प्रयोग करना एवम आगे किसी भी देश, राज्य या स्थान में कंपनी के निगमन, पंजीकरण एवम अन्य मान्यता को प्राप्त करने के लिये एवम कंपनी के व्यवसाय के उद्देश्य के लिये एनेन्सियों को विनियमित करना.
- २९. किसी अनुबंध में प्रवेश करना या किसी व्यक्ति, फर्म, कंपनी या संस्था, के साथ अनुबंध, या तो भारतीय या विदेशी, इस तरह के व्यक्ति, फर्म, कंपनी या संस्था के साथ सहयोग के उद्देश्य के लिये, संचालित किये जा रहे किसी व्यवसाय या सक्षम लेनदेन के लिये, ताकि इस कंपनी को प्रत्यक्ष या अप्रत्यक्ष रूप से लाभ हो.
- अन्य कंपनियों या संस्थओं की सम्पत्ति, व्यवसाय या उपक्रमों को प्राप्त करना, खरीदना, कब्जा कर लेना, जो कि कंपनी के व्यवसाय के साथ सुविधाननक या फायदेमंद रूप से जुड़ी हो सकती है.
- ३१. पारिश्रमिक के लिये (रोकड या अन्य सम्पित्तियों द्वारा या पूर्ण या आंशिक पेड-अप अंशों के आवंटन द्वारा या इस कंपनी या किसी अन्य कंपनी के अंशों, डिबेन्चर्स, डिबेन्चर्स स्टॉक या प्रतिभृतियों पर कॉल के द्वारा या किसी अन्य दशा में) चाहे कंपनी की पूंजी, लामों या अन्यथा से बाहर, किसी व्यक्ति, फर्म, कंपनी या संस्था के लिये सेवा प्रदान करने के लिये या कंपनी को प्रदान होने के लिये या किन्हीं अशों, डिबेन्चर्स, डिबेन्चर्स स्टॉक कंपनी को अन्य प्रतिभृतियों की सदस्यता की गारंटी के लिये स्थान में सहायता के लिये, या किसी अन्य कारण से, नो कि कंपनी, कपनी अधिनियम, १९५६ के प्रावधानों के अधीन उधित समझ सकती है.
- १२. एक्सचेंज के समझौते, अग्रिम, मार्जिन, क्रेडिट्स एवम इस तरह के विवरण की अन्य वाणिन्यिक दायित्वों या प्रतिबद्धताओं का भुगतान सुनिश्चिमनपञ्चपवदमत करने के साथ-साथ इस तरह के विवरण के अनुबंधों एवम अन्य व्यापारिक एवम वाणिन्यक लेनदेनों की पूर्ति करना, एवम इसके विकद्ध किसी भी व्यक्ति को क्षतिपूर्ति करना, जैसा कि समय-समय पर निदेशकों के बोर्ड द्वारा निर्धारित किया जा सकता है.

- ३३. किसी व्यक्तित, व्यक्तियों या निगम या किसी प्राधिकरण के किसी डिबेन्चर्स, डिबेन्चर्स स्टॉक, बॉन्ड, बंधक, प्रभार, प्रतिभृति, अनुबंध या दायित्व के संबंध में या अंतर्गत देय या राशि के भुगतान की गारंटी से सुरक्षित करना.
- ३४. किसी पेटेन्ट, ट्रेडमार्क, कॉपीराइट, आदेश-पत्र, आविष्कार, अनुझापत्र, रियायत क्रय के लिये आवेदन करना, या अन्यथा प्रापत करना, एवन नैसा, किसी मुप्त या अन्य सूचना को उपयोग करने के लिये अनन्य या गैर-अनन्य या सीमित अधिकार प्रदान करना, जो कंपनी के किन्ही उद्देश्यों के लिये कान में लिये जाने योग्य समझा जा सकता है, एवम उपरोक्त के संबंध में लायसेंस का उपयोग करने, क्रियान्वयन करने, विकसित करने या अनुमोदन करने के लिये.
- ३५. किसी बैंक में चालू एवम/या अन्य खातें खुलवाना, इस तरह के खातों से राशि का भुगतान करने एवम राशि का आहरण करने के लिये.
- शोधन एवम प्रशिक्षण केन्द्रों को स्थापित करना, प्रदान करना, रजरजाव करना एवम संचालित करना, कंपनी के उद्देश्यों की जोन में आवश्यक तकनीकी, शोध, शिक्षण एवम प्रशासनिक कार्मिको की पारिमिनक पर नियुक्त करना या अन्यवा सभी तरह के शोधों, प्रयोगों एवम नांचों के लिये शोध प्रयोगशालाएं, प्रयोग स्टेशन, कार्यशालाएं एवम शोध कर्ताओं के लिये वाचनालय, प्रयोग एवम सभी तरह की नांचों के लिये आधिक सहायता देना एवम अरखायित्व लेना एवम अनुसंधान एवम नांचों को चलाने के लिये, प्रक्रिया के लिये आधिक सहायता देना एवम नये आविक्कार करने के लिये एवम अच्छी तकनीकों एवम विधियों एवम उत्पादों के लिये एवम किसी प्रक्रिया, पेटेन्ट, कॉपीराईट में सुधार करने या सुरक्षित करने के लिये उत्तरदायित्व लेना नो कंपनी प्राप्त कर सकती है या उसके साथ सौदा कर सकती है एवम उसको प्रोत्साहित करना एवम अध्ययनों, शोधों, सर्वे एवम अनुसंधानों को प्रकाशित करना, या तो कंपनी द्वारा स्वतंत्र कप से या प्रदान करना, आर्थिक सहायता करना, वृतितदान करना या प्रयोगशालाओं, स्कूलों, कॉलेनो, विश्वविद्यालयों, कार्यशालाओं, वाचनालयों, लेक्चर्स, निर्दीण्य, प्रदर्शनियों या सम्मेलनोंमें सहायता करना, एवम वैज्ञानिकों, वैज्ञानिक या तकनीको कार्मिक या शिक्षों, शोध कार्यकर्ताओं एवम अन्वेषकों को पारिमिनक प्रदान करने के द्वारा वा उन्हें सामान्यतः प्रोत्साहित करना, बढावा देना या किसी भी तरह के अध्ययनों, शोधों, प्रयोगों, नांचों एवम आविक्कारों को ईमान देना, नो कंपनी के किम्ही उद्देश्यों की सहायता के लिये संभावना पर विचार किया ना सकता है.
- ३७. ग्रामीण विकास को प्रोत्साहित करमा, प्राचीनित करमा, उत्तरवायित्व लेगा एवम चलागा, निसमें सिम्मिलित है सामानिक एवम आर्थिक कर्त्याण को प्रोत्साहम देने के लिये कोई कार्यक्रम, या किसी ग्रामीण क्षेत्र में लोगों का उत्थान करना एवम किसी भी ग्रामीण विकास के कार्यक्रम पर होने वाले खर्चे को उठागा एवम इसके प्रोत्साहम एवम निष्पादम में सहायता देना, या प्रत्यक्ष ऊप से या स्वतंत्र एजेम्सी के माध्यम से या योगदान या दान देकर या किसी अन्य तरीके से.
- ३८. किसी देश के कानूनों एवम विनियमों के अंतर्गत कंपनी के निगमन या मान्यता के लिये पंजीकरण प्राप्त करना.
- ३९. किसी व्यवसाय, व्यापार एवम संस्था की दशा, प्रबंधन संभावनाओं, महत्व, चरित्र एवम परिस्थितियों में जांच एवम परीक्षण करने के लिये विशेषकों को नियोजित करना.
- ४०. कर्मचारियों के लाभ के लिये किसी न्यास का उत्तरदायित्व लेगा एवम बिष्पादित करना एवम कंपनी के डिबेन्चर्स धारकों या डिबेन्चर्स स्टॉक धारकों के लिये न्यासियों के कार्यालय का उत्तरदायित्व भी लेना एवम कंपनी की ओर से एवम कंपनी के दितों की रक्षा के लिये प्रतिभतियों को धारण करने के लिये न्यासियों की नियुक्ति करना.
- ४९. कंपनी को उसके किसी भी उद्देश्य को चलाने में कंपनी के संविधान में किसी संशोधन को प्रभाव में लाने में सक्षम करने के लिये किसी अनंतिन आदेश या सरकार के अधिनियम को प्राप्त करना.
- ४२. किसी सरकार या प्राधिकरण के साथ व्यवस्थाओं ने प्रवेश करना, एवन इनमें से किसी से भी कोई अधिकार, विशेषाधिकार या रियायत प्राप्त करना, जो कंपनी आवश्यक समझ सकती है या इसके उद्देश्यों को आने बढाने के लिये वांछित हो सकता है.
- ४३. सदस्यों के मध्य कंपनी की किसी सम्पत्ति का वितरण करना, समापन के प्रसंग में नकदी में, कंपनी अधिनियम, १९५६ के प्रावधानों का विषय.
- ४४. कंपनी के किसी भी उद्देश्य के लिये, या अन्यथा के किसी प्रकाशन में प्रविष्टि के लिये उपयुक्त सूचना के संबंध में प्रतिस्पर्या स्थापित करना, एवम इस तरह के व्यक्तित्व एवम इस तरह की शर्तो पर, जो कि समीचीन लग सकता है, पुरस्कार, ईनाम, भेंट एवम प्रिमीयम का प्रस्ताव एवम अनुदान करना.
- ४५. किसी चल या अचल सम्पत्ति की कोई भेंट प्राप्त करना एवम कंपनी के सभी या किसी उद्देश्य के लिये किसी व्यक्ति या संस्था से प्रस्ताव या स्वैष्टिक दान या वसीयत या उत्तरदान प्राप्त करना/ किसी विशिष्ट दशा सहित या बिना/ इस तरह की रसीदें प्रदान करना या दशार्ये संलब्न, कंपनी के उद्देश्यों के साथ असंगत नहीं होती है. इस तरह की सभी भेंट, दान, अनुदान, प्रस्ताव, उत्तरदान या वसीयत, जिसमें सम्मितित है भूमि, भवन एवम अन्य अचल सम्पत्तियां, कंपनी की संपत्ति के हिस्से के तौर पर समझी नायेगी एवम तदनुसार लागू किया नायेगा.
- ४६ . कंपनी के कर्मचारियों या पूर्व कर्मचारियों, कंपनी के निदेशकों निदेशकों या पूर्व निदेशकों, एवम परिनयों, एवम परिवारों इस तरह के व्यक्तियों के आश्वितों के कल्यान के लिये राशि का अनुदान, पेन्शन, भत्ते, बोनस या अन्य

भुगतान प्रदान करना या बनाने के द्वारा एवम समय-समय पर भविष्य निधियों में सदस्यता या योगदान उत्पन्न करना एवम अन्य साहवर्यों, संस्थाओं, न्यासों एवम विकित्सकीय या अन्य सेवा या अन्य सहायता प्रदान करना या सहायता देना, जैसा भी कंपनी उचित समझेगी एवम सदस्य बनाना या योगदान करना या अन्यथा सहायता करना, धर्मार्थ, उदार, राष्ट्रीय एवम/या अन्य संस्थान या प्रयोजन को सहायता देना.

- ४७. कंपनी के किन्ही ग्राहकों या क्रेताओं या कंपनी के प्रकाशन के किन्हीं संसाधकों को, या कंपनी के किसी प्रकाशन के साथ नारी कोई कूपन या टिकट, कोई सहूलियत, फायदा, लाभ या विशेष विशेषाधिकार, नो कि समीचीन लग सकता है.
 - ४८. सभी लागतों, शुल्कों एवम खर्चों का भुगतान करना, कंपनी के प्रोत्साहन, निगमन एवम स्थापना में व्यय किया हुआ या अनवरत, या नो कंपनी द्वारा कंपनी की निधियों में से प्रारंभिक होने ना रहा समझा नायेगा.
 - धर. कंपनी द्वारा या कंपनी के विरुद्ध किसी दावे, मांग, विवाद या किसी अन्य प्रश्न को संदर्भित करना या संदर्भित करने के लिये सहमत होना या जिसमें कंपनी की ऊषि या संबंध हो, एवम चाहे कंपनी एवम सदस्य या सदस्यों या उसके या उनके प्रतिनिधियों के मध्य या कंपनी एवम तीसरे पक्ष के मध्य, प्रचनिर्णय करना एवम निगरानी करना एवम क्रियान्वित करना एवम सभी कार्य, मानले एवम चीनें क्रियान्वित करना या अवार्ड लागू करना, एक्सचेंज के अंतर्नियम, नियमों, उपविधियों एवम विनियमों के अधीन.
 - ५०. प्रोत्साहन के लिये आवेदन करना, एवम कोई भी संविधि, आदेश विनियम या अन्य प्राधिकरण या अधिनियमन प्राप्त करना, जो कि कंपनी के लाभ को प्रत्यक्ष या अप्रत्यक्ष रूप से गणना किया हुआ लग सकता है एवम किसी बिल, कार्यवाही या आवेदन का विरोध करना.
 - 49. किसी प्रतिफल के लिये कंपनी के व्यवसाय, सम्पत्ति एवम उपक्रम या इसके किसी भाग को बेचना, निपटाना या हस्तांतरण करना जो कि कंपनी स्विकार करना उचित समझती हो.
 - ५२. भारत एवम विदेश में समान रूप से उपयोग करने के लिये एवम प्रदान करने के लिये तकनीकी जानकारी प्राप्त करना, एवम इस तरह की शर्तो एवम दशाओं पर इस तरह की तकनीकी जानकारी का अनुदान करना, नैसा कि कंपनी के लिये लाभकारी सिद्ध हो सकता है, एवम सभी प्रकार की सेवाओं को स्थापित करना, रखरखाव करना, संचालित करना, प्रदान करना, प्राप्त करना या उपलब्ध करना एवम इस तरह के कदम उठाना, नैसा कि किसी परियोजना के संबंध में बाजार शोध के उद्देश्य के लिये जांच, निरीक्षण एवम जांच चलाने के उद्देश्य के लिये आवश्यक हो सकता है.
 - ५३. खरीदना, पट्टे पर या एक्सचेंज पर या किराये पर लेना एवम अन्यथा किसी भूमि, भवन एवम सुविधा, या किसी अवल या चल सम्पत्ति, पेटेटन, अनुकापत्र, अधिकार एवम विशेषाधिकार को प्राप्त करना, जो कि कंपनी इसके व्यवसाय के उद्देश्यों के लिये आवश्यक एवम सुविधाजनक समझ सकती है एवम इसका भुगतान या तो रोकड़ में या अंशों में या प्रतिभूतियों में करना एवम कंपनी से संबंधित किसी चल या अचल सम्पत्ति, अधिकारों एवम विशेषाधिकारों को बेचना, किराये पर देना, पट्टे पर या पट्टे के अंतर्गत देना या अन्यथा निपटारा करना या अधिकारों का अनुदान करना.
 - 98. व्यवसाय या विशेष लेबदेब को इस तरह के अर्थों में जाना नाने के लिये अपनाना, निसमें कंपनी सिम्मलित होती है, नैसा लाभदायक समझा ना सकता है, एवम प्रेस में विकापन के संबंध में, परिपन्न द्वारा, क्रय द्वारा एवम हित के कार्यों के प्रदर्शन द्वारा, कितानों एवम पत्र-पत्रिकाओं के प्रकाशन द्वारा एवम पुरस्कार, ईनाम इत्यादि के अनुदान द्वारा.
 - ५५. किसी कंपनी या उपक्रम के व्यवसाय के समान या संबंधित व्यवसाय के पर्यवेक्षण या नियंत्रण में भाग लेना.
 - ७६. कंपनी के व्यवसाय को चलाने के संबंध में इस तरह के सभी बीमाओं को प्रचलित करना एवम इसमें कोई भी आनुषंभिक जोखित, जो कि व्यावहारिक लग सकती है, एवम यदि सही लगता है, किसी म्यूचूअल बीमा कंपनी को जॉईन करना या सदस्य बनना या कंपनी के व्यवसाय के संबंध में इस तरह के किसी बीमा जोखिम के भाग या सम्पूर्ण को चलाना.
 - ५७. इस कंपनी की किसी या सभी सम्पितायों के अधिकारों एवम दायित्वों का पूर्ण अधिकग्रहण करने के उद्देश्य के लिये किसी कंपनी या कंपनियों को प्रोत्साहन देना या कोई व्यवसाय चलाने के लिये निसे चलाने के लिये यह कंपनी अधिकृत है या किसी अन्य उद्देश्य के लिये ना प्रत्यक्ष या अप्रत्यक्ष रूप से कंपनी को लाभ पहुंचाने वाला लग सकता है या इस कंपनी के हितों को प्रोत्साहन या अग्रिम देने वाला लग सकता है.
 - ५८. डेटा प्रोसेसिंग, डेटा प्रोसेसिंग सिस्टम, कम्प्यूटर सिस्टम, एप्लीकेशन एवम सिस्टम सोफ्टवेयर, प्रक्रिया नियंत्रण सिस्टम, कम्प्यूटर्स, एवम भारत एवम विदेश में कम्प्यूटर साईन्य की सभी शासाओं के सभी पहलुओं के संबंध में तकनीकी एवम प्रबंधकीय परामर्शदाता की तरह कार्य करना एवम आगे प्रबंध विज्ञान एवम कम्प्यूटर विज्ञान के क्षेत्र में उपकरण एवम सेवार्य प्रदान करने वाली भारतीय एवम अंतर्राष्ट्रीय कम्पनियों के लिये अभिकर्ता की तरह कार्य करना एवम बेचना, आयात करना, निर्यात करना, भाडे पर लेना, पट्टे पर लेना, रखरखाव करना, एवम प्रबंधकीय सेवाओं एवम कम्प्यूटर सेवाओं के सभी पहलुओं से संबंधित उपकरणों एवम एसेसरीज, तकनीकी जानकारी एवम सेवाओं, सॉफ्टवेयर एवम हार्डवेयर का उपयोग करना.
 - ५९. सूचना तकनीकी समाधान को चलाना, तैयार करना, विकसित करना, खरीदना, बेचना, किसी उद्योग को, सॉफ्टवेयर, हाईवेयर, लोकल एरिया, वाईड एरिया कनेन्टीवली एवम नेटवर्किंग, अपतटीय सूचना प्रौद्योगिकी परियोजना परामर्श, मूल्यवर्धित, पुनिविक्रेता या सॉफ्टवेयर सिस्टम एवम समाधान एवम परामर्श कार्य, एवम सॉफ्टवेयर डेवलोपर, क्रेता, विक्रेता, आयातक एवम निर्यातक जैसे कार्य करना.

- ६०. किसी भी तरीके से संग्रहण के उद्देश्य के लिये सभी तरह की गोदाम रसीदों के संरक्षक या निक्षेपागार नैसे कार्य करना, स्वयं के द्वारा या किसी के साहचर्य के साथ या किसी अन्य कम्पनी या व्यक्ति या विभाग या प्राधिकरण द्वारा करना.
- ६१. अभिकर्ताओं को स्थापित करना एवम रखरखाद करना या प्रबन्ध करना या नियुक्त करना, कंपनी के प्रयोजनों एवम उद्देश्यों के लिये दिलयिरिंग हाऊस की स्थापना करना या रखरखाद करना या एक होत्खिन और समाशोधन निगम, निशेपागार समाशोधन गृह या विभाग की स्थापना करना एवम रखरखाद करना एवम नियंत्रण करना एवम इसके कार्य एवम प्रशासन को विनियमित करना.
- ६२. किसी विलेख संविधान के न्यासी के जैसे कार्य करना, या किसी डिबेन्बर्स, अन्य प्रतिभूतियों के डिबेन्बर्स स्टॉक या दायित्वों को सुरक्षित करना एवन किसी अन्य न्यास का उत्तरदायित्व लेना एवन निष्पादन करना एवन कार्यालय का भी उत्तरदायित्व लेना या निष्पादक, प्रशासक, रिसीवर, संरक्षक एवन न्यास निगनों की शक्तियों को कान में लेना.
- ६३. अधिमान्य एवम विलम्बित के मुद्दे के दुष्टिकोष के साथ किसी म्यास का मठम करना या कोई अम्य विशेष स्टॉक, प्रतिभृतियों प्रमाणपत्रों या अन्य वस्तावेनों वा अम्य समापित या अम्य वस्तावेनों या अम्य समापित या अम्य वस्तावेनों या अम्य समापित या अम्य विशेष स्टॉक, प्रतिभृतियों, प्रमाणपत्रों या दस्तावेनों के इस तरह के अधिमान्य, विलम्बित का उत्तरदायित लेगा एवम निष्पादित करना.
- ६५. कंपनी के वितरण नेटवर्क एवम प्रणासियों के बुनियादी डांचे का उपयोग करने के लिये, स्वतंत्र रूप से या एक्सचेंज के सदस्यों या अन्य मध्यवर्ती संस्थओं के साथ सहयोग में, एवम अभिकरणों एवम सस्थाओं को सहयोग देने के लिये, देश के अंदर एवम देश के बाहर विभिन्न उत्पादों एवम सेवाओं का वितरण करने के लिये, के लिये की सा शुल्क या अन्यथा, कंपनी के उद्देश्यों को आने बढाने के लिये एवम इसके निवेशों का उपयोग करने के लिये, सबसे बेहतर तक पहुंचने के लिये एवम प्रवेश करने के लिये.

हिमांक १९ करवरी, २०१३ को आयोजित असाबारच समा में सन्द बी(४) से बी(६४) में विशेष प्रस्ताव पारित करने बन्ताव.

सी. अन्य प्रयोजन है :-

*शुन्य

रियांक १६ मार्च, २०१३ को आयोगित असाधारम समा में विशेष प्रस्ताय पासित करके बस्ताय.

- IV. अंशों द्वारा सदस्यों का दायित्व सीमित होता है.
- V. ए. कंपनी की अधिकृत अंश पूंजी कपये ११०,००,००,००० (एक सौ दस करोड कपये नात्र), कपये १०/- (दस रूपये मात्र) प्रत्येक के ११,००,००,००० (म्यारह करोड) इविचटी शेयर्स में विभाजित है.
 - बी. कंपनी की प्रदत्त पूंजी कम से कम क. ५,००,०००/- (पांच लाख कपये मात्र) होगी.

हम, कई व्यक्ति, जिनके नाम, पते एवम विवरण इसके अंतर्गत दिया गया है, इस **मेगोरेन्डम ऑफ मसोसिएशन** के अनुसरण में एक कंपनी के रूप में गठन करने के लिये इच्छुक है एवम हम हमारे नाम के आगे लिखी हुई क्रमशः कंपनी की पूंजी में से शेयरों की संस्था लेने के लिये सहमत है:

प्रत्येक ग्राहक का नाम, पता, विवरण एवम व्यवसाय	प्रत्येक ज्ञाहक द्वारा लिये मये अंशों की संख्या	ब्राहक के हस्ताक्षर	जवाह के हस्ताभर एवम उसका नाम, पता, विवरण एवम व्यवसाय
ओरियन्ट इन्फोर्नेशन टेक्नोसिजी लिमिटेड, ओरियन्ट हाऊस, ३ए, उद्योग नगर, एस.वी. रोड, गोरेजांव (पश्चिम), मुन्बई - ४०००६२ अधिकृत इस्तामरकर्वा भी केतन शाह, निदेशक	५००० (पांच हजार)	सही/-	
दिनांक ३०/०१/२००८ की बोर्ड मीटिंग में केतन सेठ पुत्र सुरेश सेठ, सलोनी बंगलो, फ्राईंग्ड सोसायटी, ने.वी.पी.डी. स्कीम, नुद्व रोड नं. ६६, जुद्र, व्यवसाय	५००० (पांच हजार)	सही/-	सुहास गनपुले पुत्र सदानंद मनपुले
		,	उन्नत नगर में. ४, बिल्डींग नं. १५ रूम नं. १२३, पहला माला, एम.जी रोड, गोरेगांव (पश्चिम), मुम्बई ४०००६२
योग	90000 (दस हजार)		

दिनांक : ०७/०२/२००८

स्थान : मुम्बई

कंपनी अधिनियम, १९५६ अंशों द्वारा सीमित कंपनी यूनिवर्सन कॉमोडिटी एक्सचेंन तिमिटेड

का टिकस्म ऑफ अजोजिएका

		आर्टिकस्य ऑफ असोसिएशब
		विवेचना
9.	तातिका 'ए' का अंगीकरण	यहां इसके बाद इस विषय में अन्यथा प्रदान, कंपनी अधिनियम १९५६ की अनुसूचि 'I' में सारणी 'ए' में निहित विनियम इस कंपनी के लिये लागू होगी, अब तक को छोडकर नैसे वे अंतर्निहित रूप से य स्पष्ट रूप से संशोधन द्वारा किया गया है, इसके बाद विनिष्ट किये गये प्यान में क्या निहित है.
₹.	विवेचना	प्रावधानों की विवेचना में निम्नलिखित अभिव्यक्तियों का निम्नलिखित अर्थ होगा, जब विषय या संदर्भ के असंगतः
	'প্ৰথিবিখন'	'अधिनियम' का अर्थ है कंपनी अधिनियम, १९५६ (१९५६ का अधिनियम I) या तत्संबंधी किसी भी वैधानिक संशोधन या पुन:अधिनियमन तत्समय प्रवृत्त करने के लिये.
•	'वार्षिक साधारम सभा'	'वार्षिक साधारण सभा' का अर्थ है अधिनियम की धारा १६६ के प्रावधानों के अंतर्गत आयोजित होने वाली सदस्यों की साधारण सभा.
	'आर्टिक्क्स' वा 'चे आर्टिक्क्स' चा 'चे प्रस्तुति'	अर्थ है कंपनी के आर्टिकल्स ऑफ असोसिएशन.
	'अंकेशक'	'अंकेशक' के अर्थ एवम इसमें सिम्मिलित है वे व्यक्ति इस तरह कंपनी के लिये तत्समय नियुक्त किये जाते हैं.
	'लाभाकारी स्वामी'	'लाभकारी स्वामी' का अर्थ होगा निक्षेपागार अधिनियम, १९९६ की घारा २ की उपधारा (१) खंड (ए) में परिभाषित के तौर पर लाभकारी स्वामी.
	'बिदेशकों का बोर्ड'	'बोर्ड' या 'निदेशकों का बोर्ड' का अर्थ है इसके निदेशकों या कमिटी की सभा विधिवत बुलाई गई एवम गठित, या जैसा भी मामला हो सकता है, निदेशक बोर्ड में एकत्रित होता है या निदेशकों की अपेक्षित संख्या इन विधानों के अनुसार एक परिपत्र प्रस्ताव पारित करने के हकदार होते हैं, या या विधान के अंतर्गत परिपत्र प्रस्ताव द्वारा कार्य करते हैं.
	'बिनमित बिकाय'	कंपनी अधिनियम, १९५६ की धारा २(७) द्वारा इसका अर्थ दिया गया है, एवम भारत में निजमित कंपनी में सिम्मिलित होगा. शब्द 'निजमित निकाय' एवम 'कंपनी' विनियमेयता में उपयोग किये नाते हैं.
	'उपविधियां'	'उपविधियां' का अर्थ है वायदा बाजार (विनियमन) अधिनियम, १९५२ के तहत एफ.एम.सी. द्वारा अनुमोदित के तौर तत्समय प्रदृत्त के लिये एक्सचेंज की उपविधियां.
	'पूंबी'	'पूंजी' का अर्थ है कंपनी के उद्देश्यों के लिये उस उठाई जा रही पूंजी.
	'अध्यक्ष'	'अध्यक्ष' का अर्थ है कंपनी के समय के लिए निदेशकों के बोर्ड का अध्यक्ष.
	'समाशोधन मृह'	अर्थ है कोई समाशोधन गृह जो किसी कॉमोडिटी में किसी लेनदेनों / अनुबंधों के समाशोधन एवम समझौते के लिये जिसमें सिम्मिलित है इस तरह के अनुबंधों के घटक या उपकरण एवम यह कंपनी / एक्सचेंज द्वारा अनुमोदित होता है.
	'कंपबी' वा 'कंपबी' वा 'वह कंपबी' वा 'वू सी. एक्स'	अर्थ है यूनिवर्रात कोमोडिटी एक्सचेन्न तिमिटेड (चू. सी.एक्स.).

 'कॉमोडिटीव'	एफ.सी.आर.ए. के अंतग्रद 'माल' को समुनदेशित अर्थ 'कॉमोडिटीन' होगा.
'अनुसंध'	अनुबंध का अर्थ है क्रय के लिये या उससे संबंधित एवम/या कॉमोडिटी के विक्रय के लिये अनुबंध, जैसा एक्सचेंन द्वारा निर्धारित किया गया है एवम निसमें सम्मिलित है सभी तरह के वायदा, भविष्य एवम अन्य घटक अनुबंध, जैसा व्यापार के लिये एफ.एम.सी. द्वारा अनुमति दी ना सकती है.
'डिबेन्बर'	'हिबेन्चर' का अर्थ है एवम इसमें सम्मिलित होते हैं हिबेन्चर स्टॉक.
'बिक्षेपामार'	'निक्षेपागार' का अर्थ है कंपनी अधिनियम १९५६ के अंतर्गत गठित एवम पंजीकृत कंपनी एवम/या जिसमें भारतीय प्रतिभूति एवम विकिमय बोर्ड अधिनियम, १९९२ की धारा १२ की उपधारा १(ए) के अंतर्गत निक्षेपागार के तौर पर कार्य करने के सिचे पंजीकरण का प्रमाणपत्र अनुदत्त किया गया है.
'તામાંશ'	'लाभांश' का अर्थ है एवम इसमें सम्मिलित है बोनस, जब तक अन्यथा विनिर्दिष्ट नहीं.
'बिदेशक'	'निदेशक' का अर्थ है कंपनी के समय के लिये निदेशक या, जैसा भी मामला हो सकता है, निदेशक बोर्ड का गठन करते हैं, या विधान के अंतर्गत परिपन्न प्रस्ताव के अंतर्गत कार्य करते हैं.
'क्सावेब'	'दस्तावेज' का अर्थ है एवम इसमें सिम्मिलित है सम्मन, नोटिस, अधिग्रहण, अन्य कानूनी प्रक्रिया एवम रजिस्टर्स, चाहे जारी किये गये, भेजे गये, सुपुर्द किये गये या अधिनियम या किसी अन्य अधिनियम या अन्यथा के अनुसरण में रखे गये.
'एक्सचेंज'	'एक्सचेंज' का अर्थ है कॉमोडिटीन या किन्हीं अन्य उपकरणों या इसके घटकों के लिये अनुबंधों में व्यापार, समाशोधन एवम समझौते को सुविधाननक बनाने के लिये इस कंपनी के स्वामित्व में / संघालित एक्सचेंज.
'विकासक वा प्रशासक'	'निष्पादक' या 'प्रशासक' का अर्थ है वह व्यक्ति जिसने प्रशासन का प्रमाणित इच्छापत्र (प्रोबेट) या पत्र प्राप्त किया है, सक्षम न्यायालय द्वारा जैसा भी मामला हो सकता है.
'असाबार न सामान्य समा'	'असाधारण सामान्य सभा' का अर्थ है विधिवत बुलाई जई एवम जठित की गयी सदस्यों की असाधारण सामान्य सभा एवम इसका कोई स्थगित स्वामित्व.
 'एक.सी.आर.ए.'	'एफ.सी.आर.ए. का अर्थ है वायदा बाजार (विनियमन) अधिनियम, १९५२.
'एफ.सी.आर.आर.	'एफ.सी.आर.आर. का अर्थ है वायदा बाजार (विनियमन) अधिनियम, १९५२.
'एफ.एम.सी. / कमीशब'	'एफ.एम.सी./कमीशन' का अर्थ है एफ.सी.आर.ए. की धारा ३ के अंतर्गत केन्द्र सरकार द्वारा गठित वायदा बाजार आयोग.
'साबारन समा'	'साधारण सभा' का अर्थ है सदस्यों की साधारण सभा.
'तिखित खप में' एयम 'तिखा हुआ'	इसमें सिम्मिलित है हाथ से लिखा हुआ, टाईप किया हुआ, छापा हुआ, लिथोग्राफी, फॅक्स, कम्प्यूटर के माध्यम से डाऊनलोड किया हुआ, व्यापार प्रमाली, ई-मेल के माध्यम से प्रसारण किया हुआ, एवम/या शब्दों को दृश्य रूप में प्रस्तुत करने के अन्य माध्यम.
'संस्थानत समाशोधन के सहस्य'	'संस्थागन समाशोधन सदस्य' का अर्थ है बैंक या वित्तीय संस्था निसको समाशोधन करने का अधिकार है किन्तु अनुबंधों के लेनदेनों का व्यापार करने का अधिकार नहीं है, जैसा कि कंपनी के समाशोधन गृह के द्वारा आयोग द्वारा अनुमति प्राप्त है.
'सीमांत ठिप्पनियां'	इस बात से सीमान्त टिप्पणियां इसके निर्माण को प्रभावित नहीं करेगी.
'एक्सचेंज का . सदस्य'	अर्थ है वह व्यक्ति, एकमात्र स्वामित्व फर्म, भागीदारी फर्म, संयुक्त हिन्दू परिवार, कंपनी, कॉ-ओपरेटिव सोसायटी, सार्वजनिक क्षेत्र का संगठन, वैद्यानिक निगम या कोई अन्य सरकारी या गैर-सरकारी संस्था, एक्सचेंज पर व्यापार, समाशोधन या व्यापार किये गये अनुबंधों के समझौते के लिये एक्सचेंज द्वारा इस तरह से प्रस्तुत.
'सदस्य'	सदस्य का अर्थ होगा, किसी भी तरह के अंशों को धारण करने वाला कंपनी का सदस्य जिसका नाम कंपनी के सदस्यों के रिजस्टर में प्रविष्ट होता है, एवम मेमोरेम्डम ऑफ असोसिएशन एवम इन आर्टिकल्स के लिये ग्राहक / हस्ताक्षरी के तौर पर समाविष्ट होगा, एवम इस तरह का व्यक्ति, जैसा कि बोर्ड समय-समय पर कंपनी के सदस्य के तौर पर प्रविष्ट करेगा.

		आदर्श वाक्य में कोई व्यापार या समाशोधन अधिकार प्राप्त नहीं करेगा.
-	ीबा'	
- व्यह	Har	'महीना' का अर्थ है कैलेंहर महीना.
'का	र्घातव'	'कार्यालय' का अर्थ है कम्पनी के कार्यों के लिये पंजीकृत कार्यालय.
'खार	मान्य प्रस्ताव'	'सामान्य प्रस्ताव' का अर्थ अधिनियम की धारा १८९ द्वारा समुबदेशित होगा.
'पेड	अप पूंजी'	'पेड अप पूंजी' में सिम्मलित है कंपनी की पेड-अप पूजी के तौर पर जमा की गई राशियां.
'व्या	वेत्त'	'व्यक्तित' में सिम्मिलित है - व्यक्ति, कोई कम्पनी या एसोसिएशन या व्यक्तियों का निकाय, वाहे निगमित है या नहीं है या निगमित निकाय, संयुक्त हिन्दू परिवार, कॉ-ओपरेटिव सोसायटी, कोई सरकारी या गैर-सरकारी संस्था या कोई अन्य व्यक्ति का सहयोगी.
	रियति' या रियत'	सभा में अर्थ है व्यक्ति रूप से उपस्थिति या उपस्थित.
Sky'	विषि'	'प्रतिनिधि' का अर्थ है एक साथन निससे कोई व्यक्ति किसी सदस्य के लिये साधारण सभा या मतदान में वोट देने के लिये अधिकृत किया जाता है.
'संबं प्राधि	बित कारी'	अर्थ है निदेशकों का बोर्ड या इस तरह का अन्य प्राधिकारी, जैसा विशिष्ट उद्देश्य के लिये प्रासंगिक के तौर पर समय-समय पर बोर्ड द्वारा विनिर्दिष्ट किया नाता है.
'आव एक्स	या प्राप्त विव'	अर्थ है एक्सचेंन, ने केन्द्र सरकार द्वारा एवन/या एफ.सी. (आर) अधिनियम, १९५२ के प्रावधानों के अंतर्गत एफ.एम.सी. द्वारा कुछ समय के लिए मान्यता प्राप्त होता है.
'सक रकित		'सदस्यों का रनिस्टर' का अर्थ है अधिनियम की धारा १५० के अनुसरण में रखा जाने वाला सदस्यों का रनिस्टर.
'विदि	પ્રવન '	'विनियमन' का अर्थ है कुछ समय के लिए एक्सचेंज के विनियमन एवम जिसमें सिम्मिलित आचार संहिता / आचरण / शासन / परिपत्र / नोटिस एवम एक्सचेंज के संचालनों के लिये समय-समय पर निदेशकों के बोर्ड या प्रासंगिक प्राधिकारी द्वारा निर्धारित इस तरह के अनय विनियम एवम ये एक्सचेंज की उपविधियों एवम विनियमों, कमीशन द्वारा जारी निर्देशों, एफ.सी.आर.ए., एफ.सी.आर.आर. के प्रावधानों के अथीन होगा.
'विष	লে'	'नियम' : नियम का अर्थ है एफ.सी.आर.ए. के अंतर्गत एफ.एम.सी. द्वारा अबुमोदित एक्सचेंज के नियम.
'কুচ	Z *	'मुहर' का अर्थ है कंपनी के लिये काम में ली जा रही आम मुहर.
'सेबी आई.	े (एस.ई.बी.)'	'सेबी' का अर्थ है भारत का प्रतिभूति एवम विनिमय बोर्ड.
'सरि	la'	'सिचव' का अर्थ है एवम इसमें सम्मिलित है अस्थायी या सहायक सिचव एवम सिचव के कर्तव्यों का निर्वाह करने के लिये बोर्ड द्वारा मियुक्त कोई व्यक्ति या व्यक्ति(यो).
'प्रति	भूतियां'	'प्रतिभूतियों' में सिम्मलित है:
		9. अंश, लिपि, स्टॉक, बॉन्ड, डिबेन्चर्स, डिबेन्चर्स स्टॉक या अन्य विपण्य प्रतिभूतियां या उपकरण, इस प्रकृति के या कोई निजमित कंपनी या अन्य निजमित ईकाई या अन्यथा, जिसमें सम्मिलित है कानून के अंतर्गत अनुमति प्राप्त भविष्य, विकल्प एवम अन्य घटक अनुबंध,
	*	२. सरकारी प्रतिभूतियां,
	e e	३. इस तरह के उपकरण जैसा केन्द्र सरकार द्वारा प्रतिभूतियां होने के लिये घोषित किया जा सकता है.
, ,		४. प्रतिभूतियों में अधिकार एवम हित, एवम
2		५. कोई अन्य उपकरण नो प्रतिभूति अनुबंध (विनियमन) अधिनियम, १९५६ या एफ.सी. (आर) अधिनियम, १९५२ में प्रतिभूतियों की परिभाषित हो.

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'sier'	'अंश' का अर्थ है अंशों या स्टॉक में निसमें कंपनी की पूंजी विभाजित होती है एवम इस तरह के अंशों एवम स्टॉक के अनुरूप ब्यान को छोड़कर जहां पर स्टॉक एवम अंशों के मध्य अंतर व्यक्त किया माता है या निहित होता है.
'वित्रशन संस्था'	विलक्षण संख्या के अर्थ में सम्मितित है जहां पर संदर्भ मानते है या आवश्यकता होती है, बहुवचन संख्या एवम विपरित क्रम से.
'विशेष प्रख्ताव'	'विशेष प्रस्ताव' का अर्थ अधिनियम की थारा १८९ द्वारा समदुनेशित होगा.
'कंपनी के विनियम'	'कंपनी के विनियम' का अर्थ है कंपनी के प्रबंधन द्वारा तमय अवधि के लिये विनियम.
'रक्षिस्ट्रार'	'रनिस्ट्रार' का अर्थ है कंपनी, महाराष्ट्र का रनिस्ट्रार.
'संविधि'	'संविधि' का अर्थ है कंपनी को प्रभावित करने के लिये भारतीय कंपनी अधिनियम, १९५६ एवम प्रत्येक अन्य अधिनियम प्रभाव में.
'ब्बापार प्रचाती'	अर्थ है एक्सचेंज की स्वचालित व्यापार प्रणाली या एक्सचेंज द्वारा प्रदान की गई कोई अन्य प्रणाली, जो एक्सचेंज के सदस्यों को उपलब्ध की जाती है, विधियों, तकनीकों, संयोजकता, कॉनोडिटी के उन्हरनों द्वारा या किसी किसी अन्य उपकरण द्वारा एवम व्यापार से प्रभावित, वोल्यून इस्वादि के संबंध में जानकारी का प्रसार एवम इस तरह की अधिसुचना, जैसा कि एक्सचेंज द्वारा इस पर रखा जा सकता है.
'शब्द'	शब्द आयात:-
	ए) एकवचन में बहुवचन एवम इसका प्रतिकृत सम्मितित होगा.
	बी) पुरिसंग में स्त्रीसिंग या तटस्थ सिंग सम्मितित होगा, जैसा भी मामला हो सकता है.
'वर्ष'	'वर्ष' का अर्थ है कैलेष्डर वर्ष एवन 'वित्तीय वर्ष', जिसका अर्थ अधिवियन की घारा २(१७) द्वारा निर्दिष्ट होगा.
वाराओं में एक ही अर्थ को यहन करने के तिले अधिनियम में अभिकासित	जब तक कि संदर्भ में अन्यथा अपेक्षित ना हो, इन सभी धाराओं में बिहित शब्द एवम अभिव्यक्तियां, समान अर्थ वहन करेंगे, समय में प्रभाव में लेने के लिये अधिनियम या इसके किन्ही वैधानिक संशोधनों के तौर पर.
२० वदम्बर, २०१२ को ४	राचोचित असाबारण समा में आर्टिकल २ में विशेष प्रस्ताव पारित करके बरकाव.
	पूंजी
अधिकृत पूंजी	कंपनी की अधिकृत अंश पूंजी, समय-समय पर संशोधित कंपनी के विधान की धारा V में वर्षित अनुसार होगी.
	कंपनी की प्रदल्त पूंजी कम से कम ऊ. ५ लाख होगी.
कंपनी द्वारा पूंची व बडोतरी एवन के प्रभाव में तेना	में कंपनी द्वारा पूंजी में बढोतरी समय-समय पर साधारण सभा में सामान्य प्रस्ताव पारित करके, क्यें ते अंशों का बिमाण करके, इस तरह की बढोतरी इस तरह के कुल राशि एवम इस तरह की संबंधित राशियों का अंशों में विभाजन प्रस्ताव के अनुसार निर्धारित होगा. अधिनियम के प्रावधानों का विवयं, मूल या बढाई गयी पूंजी के कोई अंश इस तरह के नियमों एवम दशाओं पर जारी होंगे एवम इसमें संलब्ध इस तरह के अधिकारों एवम विशेषाधिकारों सहित, साधारण सभा में, इमको बनाने के
	प्रस्ताव द्वारा, बिदेशिंत होंने, एवन चंदि कोई निर्देशन नहीं दिया नाता है, तो निर्देश निर्धारित करेंने एवन इस दशा में, इस तरह के अंश अधिमान्य या योग्य लामांशों के अधिकारों सहित जारी हो सकते हैं, एवन कंपनी की सम्पत्तियों के वितरण में एवन कंपनी की साधारण सभा में वोट करने के अधिकार सहित, अधिनियन की धारा ८७ के अनुकप में. नब भी इस धारा के अंतर्जत कंपनी की पूंजी में बढ़ोतरी की गयी है, तो निदेशक अधिनियम की धारा ८९ एवम ९७ के प्रावधानों का पालन करेंने.
	कंपनी अधिनियम की धारा ८६ के अनुसार वोटिंग, लाभांश या अम्यथा के तौर पर अंतर संबंधी अधिकारों सहित इतिचटी अंशों को नारी कर सकती है.
	'विकासण संख्या' 'विशेष प्रस्ताव' 'कंपनी के विशेषमा' 'रिकासपुर' 'संविधि' 'कापार प्रणाती' 'शब्य' वाराओं में इक ही अर्थ को बहुन करने के शिल्प कार्यामान में शिल्प के शिल्प कार्यामान में शिल्प कार्यामान कार्यामान में शिल्प कार्यामान कार्यामान में शिल्प कार्यामान में शिल

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ις.	विद्यमान पूंजी के समान नई पूंजी	अब तक के रूप में अन्यथा छोड़कर, जारी करने की दशाओं या इनके द्वारा निवेदित द्वारा प्रदान, नये अंशों के बनाने के द्वारा जुटाई गई पूंजी, विद्यमान पूंजी का एक भाग जैसे समझी जायेगी, एवम इसमें निर्दिष्ट प्रावधानों का विषय होगा, कॉल्स एवम किश्तों, जब्ती, धारणाधिकार, समर्पण, हस्तांतरण और पारेषण, मतदान एवम अन्यथा के भुगतान के संदर्भ सहित.
€,	प्रतिदेव वरीयता अंश	इन धाराओं के प्रावधानों का विषय, कंपनी को वरीयता अंश, लाभों को प्रतिदेय करने के अधिकार को लाते हुए, जारी करने की शक्ति होगी, जो अन्यथा लाभांश के लिये उपलब्ध होगा या अंशों को ताजा जारी करने की आज़म के बाहर, इस तरह के प्रतिदेय के उद्देय के लिये बनाये गये या कंपनी के विकल्प पर प्रतिदेय किया जाने योण्य एवम अधिनियम के प्रावधानों का विषय, बोर्ड इन धाराओं में प्रदान की गयी इस तरह की शक्तियों को इस तरह की दशा में काम में ले सकता है.
(9.	ई.एस.ओ.पी.	धारा ७९ए के प्रावधानों एवम इसके अंतर्गत बनाये गये अधिनियम के अन्य प्रावधानों एवम नियमों का विषय, कंपनी स्वीट इक्विटी जारी कर सकती है, यदि कंपनी की साधारण सभा में कंपनी के द्वारा विशेष प्रस्ताव पारित करने के द्वारा इस तरह के इश्यू को अधिकृत किया है. कंपनी कर्मचारियों को भी अंश जारी कर सकती है, जिसमें उसके निदेशक सिम्मित होते हैं, कर्मचारी स्टॉक विकल्प योजना (ई.एस.ओ.पी.) या किसी अन्य योजना के अंतर्गत, यदि अधिनियम के प्रावधानों के विषय में साधारण सभा में विशेष प्रस्ताव द्वारा अधिकृत है एवम इसके अंतर्गत नियम एवम जिस किसी भी नाम द्वारा लागू दिशा निर्देश बनाये गये है.
c .	स्वयं के अंशों का क्रय	(ए) अधिनियम की धारा ७७ए के अनुसरण में, कंपनी इसके स्वयं के अंशों या अन्य निर्दिष्ट प्रतिभूतियों को क्रय कर सकता है, उसके स्वतंत्र आरक्षित के बाहर या उसके प्रतिभूति प्रीमियम साते के बाहर या पहले के एक मुद्दे के आगमन के बाहर जारी, अंशों के ताजा इश्यू के अलावा विशेष रूप से कंपनी की साधारण सभा में विशेष प्रस्ताव पारित करने के द्वारा पुनंखरीद के उद्देश्य से बनाया हुआ.
-		(बी) इन धाराओं में सबकुछ निहित होते हुए भी, निदेशकों का बोर्ड, इस तरह के कंपनी के स्वयं के अंशों या प्रतिभूतियों की पुर्नखरीद कर सकता है, नब भी एवम यदि सही समझे, इस तरह की सीमाओं का विषय, इस तरह के नियमों एवम शर्तो पर एवम इस तरह के अनुमोदन का विषय, जिसकी धारा ७७ए के अंतर्गत अनुमित हो सकती है, एवम लागू दिशानिर्देश एवम विनियम, नो कि इस संबंध में नारी किये जा सकते हैं.
٩.	पूंजी में कमी करना	कंपनी समय-समय पर विशेष प्रस्ताव द्वारा कानून द्वारा अधिकृद दशाओं में अपनी अंश पूंजी को कम कर सकती है एवम इस संबंध में इस आधार पर विशेष ऊप से किसी भी प्रदत्त अंश पूंजी का भुगतान कर सकती है कि उसे दुबारा या अन्यथा बुलाया जा सकता है एवम हो सकता है यदि एवम अब तक इसके ज्ञापन-पत्र में आवश्यक बदलाव के तौर पर, इसकी अंश पूंजी की राशि एवम इसके अंशों को तदनुसार घटाकर.
		आने अंशों का विर्नमन
90.	विवनान अंश धारकों को अंशों का प्रस्ताव	जहां पर कंपनी के गठन से दो वर्षों का समय बीतने के बाद या कंपनी में अंशों के आवंटन के एक वर्ष बीतने के बाद किसी भी समय, इसके गठन के बाद पहली बार के लिये बने, जो भी पहले हो, आगे अंशों के आवंटन द्वारा कंपनी की अभिदत्त पूंजी को बढाने का प्रस्ताव किया जाता है, या तो जारी नहीं पूंजी के बाहर या बढाई गई अंश पूंजी के बाहर, तब:
		(i) इस तरह के नये अंश, चाहे इक्विटी या अधिमान, उन व्यक्तियों को प्रस्तावित किये जायेंगे जो कि प्रस्ताव की दिनांक को, कंपनी के इक्विटी अंशों का धारक हो, उस दिनांक को उन अंशों पर प्रदेय पूंजी के अनुपात के रूप में स्विकार की गई स्थितियों के आसपास हो.
		(ii) उपरोक्त प्रस्ताव प्रस्तावित किये जाने वाले अंशों की संख्या एवम समय की सीमा को निर्दिष्ट करते हुए एक नोटिस द्वारा बनाया जायेगा, जो कि प्रस्ताव की तिथी से तीस (३०) से कम नहीं होगा, जिसके अंतर्गत यदि प्रस्ताव स्विकार नहीं किया जाता है, तो उसे अस्वीकृत कर दिया गया है, ऐसा समझा नायेगा.
		(iii) उपरोक्त प्रस्ताव व्यक्तियों द्वारा उसको प्रस्तावित किये गये अंशों को अपनाने से इन्कार करना, काम में लिये गये अधिकार को सिम्मिलित समझा जायेगा या या इसमें से कोई किसी अन्य व्यक्ति के पक्ष में, एवम धारा (ii) में संबर्भित नोटिस इस अधिकार का एक बयान सिम्मिलित होगा, बशर्ते कि निदेशक अस्विकार कर सकता है, किन्ही अंशों को किसी व्यक्तित को आवंटन के कारण बताये बिना, जिसके पक्ष में कोई भी सदस्य उसको प्रस्तावित किये गये अंशों को अस्विकार कर सकता है.
		(iv) उपरोक्त नोटिस में निर्दिष्ट किये गये समय की समाप्ति के पश्चात, या उस व्यक्ति द्वारा पूर्व

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		अधिसूचना जिसके लिए इस तरह का नोटिस दिना नवा है कि वह प्रस्तावित किये गये अंशों को रिवकार करने से इन्कार करता है, बोर्ड इसका निपटारा इस तरह से कर सकता है जैसा वह कंपनी के लिए बहुत ही लाभदायक होना समझ सकता है.
99.	विज्ञमान औरा धारकों के अभावा व्यक्तियों को औरो का प्रस्ताव	इससे संबंधित थारा ११ में कुछ भी समाविष्ट होते हुए भी, उपरोक्त कथित आने के अंश किन्हीं भी व्यक्तियों को किसी भी तरीके से प्रस्तावित किये जा सकते हैं (चाहे इस तरह के व्यक्ति कंपनी के सदस्य हो या ना हो).
-		ए) यदि साधारण सभा में कंपनी द्वारा इस प्रभाव का विशेष प्रस्ताव पारित किया जाता है, या
		बी) जहां पर कोई विशेष प्रस्ताव पारित बड़ी किया माता है, बढ़ि डाले मये वोट (चाहे हाथ दिखाकर या मतदान के द्वारा, जैसा भी मामला हो सकता है) सदस्यों द्वारा साधारण सभा (अध्यक्ष के डाले गये वोट सिमलित, यदि हो हो) में लाये जये प्रस्ताव में निद्धित प्रस्ताव के पक्ष में, में ऐसा करने का हक रखता हो, व्यक्तितव रूप से वोट, या जहां पर स्थानापन्न की अनुनित दी जाती है, स्थानापन्न द्वारा, सदस्यों द्वारा प्रस्ताव के विकद्ध डालना, इस तरह इकबार एवम मतदान एवम केन्द्र सरकार संतुष्ट होती है, विदेशकों के बोर्ड द्वारा इस संबंध में आवेदन पत्र दिया जाता है कि प्रस्ताव कंपनी के लिये बहुत ही लाभदायक है.
92.	अंशों के प्रस्ताव को स्विकार करने वा	इसकी बारा १० की उप-थारा (iii) में कुछ भी समझा ब ही वावेगाः
	अस्विकार करने के तिवे समय सीमा	ए) समय को बढाना जिसके अन्दर प्रस्ताव रिक्कृत किया जाना चाहिये, या
		हों) किसी व्यक्ति को इस आधार पर दूसरी हार अस्विकार करने के अधिकार को कान में लेने के लिये अधिकृत करना कि व्यक्ति ने जिनके वस में पहली हार अस्विकृति की गयी, अस्विकृति में सिम्मलित अंशों को लेने के लिये मना किया है.
		कंपनी द्वारा जारी किये जये डिबेन्यर्स या उठाये जये ऋषों से संलब्ध विकल्प के कार्यान्ययन की वजह से, इस धारा या धारा ११ एवम १२ में कुछ भी कंपनी की अभिवस्त पूंजी को बढाने में लाजू नहीं होजा:
		ए) इस तरह के डिबेम्बर्स या ऋजों को कंपनी के अंशों में परिवर्ति करना, या
		बी) कंपनी में अंशों के लिये सदस्यता करना (चाहे इन धाराओं या अन्यथा में इस तरह का विकल्प प्रदस्त होता हो).
		बशर्ते कि इस तरह के डिबेन्चर्स के जारी करने की शर्ते या इस तरह के ऋषों की शर्ते जिसमें सम्मिलत इस तरह के विकल्प के लिये प्रदान की मदी शर्ते एवम इस तरह की शर्तः
		ए) या तो केन्द्र सरकार द्वारा डिबेन्चर्स को जारी करने से पहले या ऋष उठाने से पहले अनुनोदित किया गया है या निचमों के अनुक्रप है, यदि कोई हो, इस निनित्त पर केन्द्र सरकार द्वारा बनाया हुआ, एवम
		बी) डिबेम्बर्स की दशा में या जारी किये मये डिबेम्बर्स के अलावा ऋण या इस निमित्त में केन्द्र सरकार द्वारा निर्दिष्ट सरकार या किसी संस्था द्वारा प्राप्त ऋण, डिबेम्बर्स के जारी करने या ऋण लेने से पहले साथारण सभा में कंपनी द्वारा विशेष प्रस्ताव द्वारा अनुनोदित भी किया गया है.
93.	अंशों का एकीकरन, विभाजन एवन उप-विभाजन	अधिनियम की घारा ९४ के प्रावधानों के अन्तर्गत, कंपनी समय-समय पर, उसकी साधारण सभा में सभी या किसी अंश पूंजी को इसके विद्यमान अंशों के बजाय बडी राशि के अंशों में उपविद्यक्तित या एकीकृत कर सकती है, या इनमें से किसी को छोड़ी राशि के अंशों में, जो ज्ञापन झांग तय हो गई है,
		फिर भी विषय, धारा ९५ की उप-धारा (I) के जण्ड (डी) का प्रावधान, एवन प्रस्ताव किसके हारा कोई अंश उपविभाजित है, निर्धारित कर सकता है कि इस तरह के अंशों के इस तरह के एक वा अधिक उप-विभाजन द्वारा अंशों के धारकों के नव्य, कुछ प्राथनिकता या विशेष लाभ होगा, लाभांश, पूंजी या अन्यथा के संबंध में के ऊपर ना अन्य या अन्यों के साथ तुलना नैसे. उपरोक्त विषय में, कंपनी साधारण सभा में अंशों को निरस्त भी कर सकती है, वो कि किसी व्यक्ति हारा नहीं लिये गये है या सेने के लिये सहमत हो एवम इस तरह के निरस्त किये गये अंशों की राशि हारा इसकी अंश पूंजी की राशि को कम करना.
		नेपी अधिकारों का संशोधन
98.	अधिकारों का संशोधन	(ए) किसी भी समय अंश पूंजी, प्राथमिकता अंशों या अन्यथा के जारी करने के कारण से, अंशों की विभिन्न नेणियों में विभाजित होती है, सभी या किसी अधिकार विशेषाधिकार अंशों, किसी भी नेणी से जुड़े सभी या कोई अधिकार विशेषाधिकार (जब तक अन्यवा नेणी के अंशों को जारी करने की

		शर्तों द्वारा प्रदान करना) अधिनियम की धारा १०६ एवम १०७ के प्रावधानों का विषय हो सकता है एवम चाहे कंपनी बंद, परिवर्तित, संशोधित या सौदा हो रही या नहीं हो रही है, इस श्रेणी के जारी अंशों के ३/४ (से कम नहीं) अंशधारकों की पृथक साधारण सभा में लिखित में सहमति सहित या पारित विशेष प्रस्ताव के अनुमोदन सहित. साधारण सभा से संबंधित इन धाराओं के प्रावधान, मिटींग के इस तरह की प्रत्येक पृथक श्रेणी पर यथोधित परिवर्तन सहित लागू होगा.
	अंशो का बचा विश्वंत इस बेणी के विद्यागाय अंशों के जंतान्य अधिकारों को प्रभावित बड़ी करेगा	(बी) प्राथमिकता या अन्य अधिकारों या विशेषाधिकारों सहित निर्गत किसी श्रेणी के अंशों (प्राथमिकता अंश सिम्मलित, यदि कोड़ हो) के धारको पर प्रदत्त अधिकार, इस श्रेणी के अंशों के निर्गम की शर्तो द्वारा जब तक अन्यथा स्पष्ट रूप से प्रदान किया जायेगा, संशोधित होना नहीं समझा जायेगा, प्रभावित रूपान्तरित, निराकृत, सुनन द्वारा सौदा या परिवर्तित या आगे अंशों का निर्गम करना, इसके सिवा स्थान समस्रप.
ዓ ፞ኇ.	विवेशकों के विजंजन के अंतर्गत अंश	इन धाराओं एवन अधिनियम के प्रावधानों के अधीन, एवन एफ.एम.सी. के पूर्व अनुमोदन के अधीन, एवन इस आधार पर एफ.एम.सी. द्वारा जारी दिशानिर्देशों के अनुसार, अंश (कंपनी की पूंजी में बजेतरी के गठित भाग के कोई अंश सिम्मित) मिदेशकों के नियंत्रण में रहेंगे, जो इसका उपयोग कर सकता है, आवंदित कर सकता है या अन्यथा उनको या उनके से किसी का निपटारा कर सकता है, इस तरह के व्यवित्तयों का इस तरह का अनुपाद देकर एवन इस तरह की शतों एवम दशाओं पर एवम इस तरह के समय पर नैसा निदेशक उचित समझे एवम कंपनी की साधारण सभा में अनुमोदन के अधीन, उनको पूर्ण शिक्त होगी, किसी भी व्यवित को कॉल करने का विकल्प देना या कंपनी की किसी भी श्रेणी के अंशों का आवंटन करना या तो (अधिनियम की धारा ७८ एवम ७५ के प्रावधानों के अधीन) प्रीमियम पर या सम मूल्य पर या सूट पर एवम इस तरह के समय पर इस तरह के विकल्प का क्रियान्ययन करना एवम इस तरह का प्रतिफल जैसा निदेशक उचित समझे (जो नारी कर सकता है एवम कंपनी की पूंजी में अंशों का आवंटन करना, किसी नेती गयी या हस्तांतरित की गई सम्यत्ति के पूर्ण या अंशतः भुगतान पर या कंपनी द्वारा उसके व्यवसाय को चलाने के लिये प्राप्त की गई किमी सेवाओं के लिये एवम कोई अंश जो कि इस तरह से आवंदित किये जा सकते है, पूर्ण प्रतत्त अंशों के तौर पर नारी किये जा सकते हैं एवम यदि नारी किये नाते हैं, तो पूर्ण प्रदत्त अंश समझा जायेगा). बशतें कि अंशों को बुलाने का विकल्प या अधिकार साधारण सभा में कंपनी के अनुमोदन के बिना, किसी भी व्यवित्त या व्यवित्तयों को नहीं दिया जायेगा.

9Ę.	श्रंश वारी करने की शवित	इसके अतिरिक्त एवन शक्तियों द्वारा अवमूल्यन किये बिना, कंपनी की साधारण सभा में धारा १२ के अंतर्गत बोर्ड पर प्रदत्त उद्देश्य के लिये, अधिनियम की धारा ८१ के प्रावधानों के अधीन हो सकता है, निर्धारित करता है कि कोई अंश (चाहे कंपनी मूल पूंजी या किसी बढ़ाई गई पूंजी का गठित हिस्सा) इस तरह के व्यक्तियों (चाहे सदस्य है या नहीं) को इस तरह के अनुपात में प्रस्तावित किया नायेगा एवम इस तरह को शर्ती एवम दशाओं पर एवम या तो (अधिनियम की धारा ७८ एवम ७९ के प्रावधानों के पालन के अधीन) प्रिमीयम पर या सम मूल्य पर या चूट पर, जिस तरह से भी साधारण सभा द्वारा निर्धारित किया नायेगा एवम किसी भी व्यक्ति (चाहे सदस्य हो या नहीं हो) को कॉल करने के विकल्प के साथ पूर्ण शक्ति देना या कंपनी की किसी भेणी के अंशों का आवंटन हो, या तो (अधिनियम की धारा ७८ एवम ७९ के प्रावधानों के पालन के अधीन) प्रिमीयम पर या सम मूल्य पर या चूट पर, जैसी भी सभा में शक्ति दी गयी है, निर्धारित करेगा एवम किसी व्यक्ति (चाहे सदस्य हो या ना हो) को कंपनी की किसी भेणी के विकल्प सहित देना, या तो (अधिनियम की धारा ७८ एवम ७९ के प्रावधानों के पालन के अधीन) प्रिमीयम पर या सम मूल्य पर या चूट पर, इस तरह का विकल्प का इस तरह के किसी समय पर कार्यान्यन एवम इस तरह के प्रतिकल के लिये, जो कि इस तरह का विदेश इस तरह के किसी साधारण सभा में कम्पनी अंशों को नारी करने के लिये, आवंटन के लिये या निपरारे के लिये, कुछ भी, कोई अन्य प्रावधान बना सकती है.
96.	अंशों को उत्तरोत्तर इमांकित किया बाबा चाहिये एवन कोई भी अंश उप-विमानित मही	पूंजी में अंश उनके कई मूल्य वर्ग के अनुसार उत्तरोत्तर क्रमांकित होगा, एवम एतद्पूर्व तरीके को छोडकर उल्लिखित किया गया अंश उपविभाजित नहीं होगा. प्रत्येक जन्म एवम समर्पित अंश संख्या वहन करना जारी रखेगा, जिसके द्वारा यह मूल रूप से प्रतिष्ठित था.
96.	अंशों की स्वीकृति	कंपनी में अंशों के लिये आवेदन पर हस्ताक्षर द्वारा या आवेदक की ओर से, इनमें किन्हीं अंशों के आवंटन द्वारा अनुगमन, इन धाराओं के अर्थों के अंतर्गत अंशों की स्वीकृति होगा, एवम प्रत्येक व्यक्ति जो कि इस प्रकार या अन्यथा किन्हीं अंशों को स्विकार करता है एवम उसका नाम रिनस्टर पर आता है, इन धाराओं के उद्देश्यों के लिये, एक सदस्य होगा.
99.	बिदेशक पूर्व प्रदस्त के तीर पर अंशों का आवंदन कर सकता है	अधिनियम एवम इसकी धाराओं के प्रावधानों के अधीन, निदेशक कंपनी की पूंजी में से अंशों को जारी या आवंदन कर सकता है, बेची या हस्तांतरित की गई किसी सम्पत्ति (किसी व्यवसाय की साख सिम्मिलित) के भुगतान या अंशतः भुगतान के लिये, आपूर्ति किये गये माल या मशीनरी के लिये या कंपनी को प्रदान की गई सेवाओं के लिये, या तो कंपनी के गठन था प्रोत्साहन के संबंधन में या इसके व्यवसाय एवम किन्हीं अंशों का संवालन करने के लिये, जो कि इस तरह से आवंदित किये जा सकते हैं, पूर्णतः प्रदत्त या अंशतः प्रदत्त के तौर नारी किये जा सकते हैं, अन्यंथा रोकड में, एवम यदि इस तरह से नारी किया है, उपरोक्त कथित नैसे पूर्ण

		
		प्रदत्त या अंशतः प्रदत्त समझा नायेगा.
₹0.	नमा एवन कॉल आदि देव छन का पुरंत र्गनतान करने के किचे	राशि (यदि कोई हो) नो कि बोई द्वारा किन्ही अंशों के आवंटन पर उनके द्वारा बनायी नावेंगी, नना के तीर पर भुनतान करने की आवश्यकता एवन निर्देश, कॉल वा अन्यथा, उनको आवंटित किये नये किन्ही अंशों के संबंध में, एक बकाया ऋण बब नायेंगा एवन उसके आवंटिती से कंपनी द्वारा वसूल होने योंग्य होगा, तवनुसार, उसके द्वारा भुगतान किया जायेगा.
૨૧.	जकरवों के दावित्व •	प्रत्येक सदस्य, या उसके वारिस, निष्पादक, प्रशासक, या कानूनी प्रतिनिधि, उसके अंश या अंशो द्वारा प्रतिनिधित्व की गई पूंजी के उस भान का कंपनी को भुगतान करेगा, जो कि कुछ समय के लिए, उस पर अदत्त रहता है, इस तरह की राशियां इस तरह के समय या समयों पर, एवन इस तरह की दशा में, जो कि बोर्ड समय-समय पर कंपनी के विनिचनों के अनुसार, इसके भुगतान के लिये दिनांक नियत करने की आवश्यकता पर करेगा.
₹₹.	अंशों का पंजीकरन	अंश किसी भी सीमित कंपनी या अन्य निममित निकारों के नाम पर पंजीकृत हो सकती है, किन्तु किसी दिवासिया व्यक्ति या अस्वस्थ मस्तिष्क वाले किसी व्यक्ति के नाम पर नहीं.
		प्रमाचक
₹.	वैश प्रकापपत्र	(ए) प्रत्येक सदस्य या अंशों का आवंदिती बिना भुगतान के एक प्रमानपत्र प्राप्त करने का हकदार होगा, उस व्यक्ति का नाम निर्देश्य करते हुए निसके पक्ष में अंशों को नारी किया गया है, निससे वह संबंधित है एवम उस पर प्रदत्त राशि है. इस तरह का प्रमानपत्र बोई द्वारा सिर्फ पारित प्रस्ताव के अनुसरन में नारी होना एवम कंपनी के समर्पन पर इसके आवंदम के पत्र या इसके अवेशित मूल्य के आंशिक कृपन पर, स्वीकतार्यता के पत्र के विक्रद्ध नारी होने की दशा में बचाव वा त्याम की दशा में या बोनस अंशों के नारी होने के मामलों में. इस तरह का प्रत्येक प्रमानपत्र कंपनी की मुझर के अंतर्गत नारी होगा, नो कि दो निवेशकों या निदेशकों की ओर से कार्य करने वाले दो व्यक्तियों की उपस्थित में विधियत पंजीवृत मुख्यारमामा के अंतर्गत लगाई नावेगी एवम इस उद्देश्य के लिये बोई हारा निवुक्त सचिव या कुक अन्य व्यक्ति एवम दो निवेशक या उनके मुख्यार एवम सचिव या अन्य व्यक्ति या अन्य व्यक्ति, अंश प्रमानपत्रों पर इस्ताक्षर करेंगे, बशर्ते कि विदेशक या उनके मुख्यार एवम सचिव या अन्य व्यक्ति, अंश प्रमानपत्रों पर इस्ताक्षर करेंगे, बशर्ते कि विदेशक वा अन्य क्रियार प्राप्त करात्र वा क्षक सम्बन्ध मानवार करात्र कर निवेशक या अन्य क्षा स्वत्य स्वत्य सचिव या अन्य क्षा स्वत्य सचिव या अन्य क्षा क्षा स्वत्य सच्य स्वत्य सच्य सच्या स्वत्य सच्य सच्या स्वत्य सच्या स्वत्य सच्या
		इसकी आज़ा देता है, उपरोक्त वो विदेशकों में से कम से कम एक नावित्र प्रबन्धक या पूर्णकारिक निवेशक में अतिरिक्त होगा. जारी किये मये प्रत्येक अंश प्रमाणपत्र का विवरण सहस्वों के क्षीनस्टर में व्यक्ति के नाम वे सामने प्रविष्ट किया नायेगा, निसको वह मारी किया नवा है, जारी की मई दिमांक को वर्शाते हुए.
٠.		(बी) अंशों के कोई या ज्यादा संयुक्त आवंदिती, इस धारा के उद्देश्य के लिये, एकल सदस्य के तीर पर समझे जायेंगे, एवन किन्हीं अंशों का प्रमानपत्र, जो कि संयुक्त स्वानिस्य के विषय में हो सकता है, इस तरर के सभी संयुक्त स्वानियों की ओर से उनमें से किसी एक को सुपुर्द किया जा सकता है. आने के किस प्रमानपत्र के लिये, बोर्ड हकदार होमा, किन्दु एक ऊपये से ज्वादा शुल्क निर्धारित करने के किसे बाध्य बर्द होगा. कंपनी अधिनियम की धारा १९३ के प्रावधानों का पासन करेगी.
		(सी) बिदेशक अंश प्रमाणपत्र पर उसके हस्ताक्षर किसी मशीम, उपकरण या अन्य बांमिक सम्मूम्हें द्वारा, वैरं धातु या तिथोक्राफी में उत्कीर्पन के तौर पर, वोडकर हस्ताक्षर कर सकता है, किन्तु हसके किने क्ष्मान की गा रबर स्टाम्प के अर्थों में नहीं. बिदेशक इस उद्देश्य के लिये उपयोज में ती जा रही इस तस्त्र की मशीम उपकरण या अन्य सामग्री को युरक्तित अभिरक्षा में रखने के तिन्ये जिम्मेदार होगा.
₹8.	मार्केट बॉठ्स में बारी होने वाले अंश प्रमानसम	(ए) बिक्री योग्य लॉट्स में अंश प्रमाणपत्र, बिबा भुमताम के बारी किये वार्यमें, सदस्य के माम पर पंजीवृद्ध प्रत्येक श्रेणी या मूल्य वर्ग के अंशों के लिये, एवम वहां पर नहां लॉट्स में अंश प्रमाणपत्र मार्केट लोट्स में अलावा नारी किये नाते हैं, सदस्य बिबा किसी शुक्क के विक्रय योग्य लॉब्ट्स में से अंश प्रमाणपत्रों के उपविभाजित या एकीकरण करने का हकदार होगा या यदि बिदेशक इस तरह से कई प्रमाणपत्रों का अनुमोदन करता है (इस तरह के कुछ शुक्क का भुमताम करने पर नो कि बिदेशक समय-समय पर विभातित कर सकटे हैं) एक या अधिक अंशों के लिये प्रत्येक.
	समय सीमा विसरे अंतर्मत प्रमानपम बारी किया जा सकता है	(बी) कंपनी करेगी, आवंटन के बाद तीन (३) महीनों के अन्दर, जब तक इसके जारी करने की देशाओं अन्वधा प्रदान करना या किसी भी अंशों के हस्तांतरण, संघरण, उप-विभाजन, एकीकरण या बबीनीकरण वें पंजीकरण के लिये आवेदन की प्राप्ति के एक महीने के अंदर, जैसा भी नामला हो, सक्ता है, इस तरह रें आवंटित किये गये एवम हस्तांतरित किये गये सभी अंशों एवम डिबेन्चर्स के प्रमाणपन्नों की सुपुर्दमी की ज सकती है.
	র্জন মূল্যবস্থা কী আলব্রী	(सी) प्रत्येक अंश प्रमाणपत्र, अंशों की संख्या एवम विशिष्ट संख्या निर्दिष्ट करेगा, निसके लिये यह नार्र किया गया है एवम उस पर राशि प्रदत्त की गई है एवम इस तरह की किसी प्रपत्र में हो सकता है, नो वि निर्देशक निर्धारित या अनुनोदित कर सकता है, बशाँत कि अंश या विभिन्न व्यक्तियों द्वारा संयुक्त रूप रं धारण किये गये अंशों के संबंध में, कंपनी एक से ज्यादा प्रमाणपत्र नारी करने के लिये बाध्य नहीं होगी एक विभिन्न संयुक्त धारकों में से किसी एक को अंशों के प्रमाणपत्र की सुपुर्दगी, इस तरह के सभी धारकों के पर्याप्त सुपुर्दगी होनी.
	क्रिकेटर्स प्रमानपत्र	(डी) उपरोक्त खण्ड (बी) एवम (सी) के प्रावधान डिबेन्बर्स एवम आवंदित एवम हस्तांतरित किये गरे

		डिबेन्चर्स स्टॉक पर यथोषित परिवर्तन सहित लागू होंगे.
૨ષ.	बचे प्रमापपत्रों का बारी करवा, उबके स्थाब पर जो विकृत हो मचे है, खो बचे है चा बच्ट हो मचे है.	(ए) किसी अंश या अंशों पर कोई भी प्रमापपत्र नारी नहीं किया नायेगा, या तो उनके विनिमय के लिये नो कि उपविभानित या समेकित होता है या प्रतिस्थापन में या वे नो कि विरूपित हो गये हैं, फटे हुए है या पुराने हैं, फटा-पुराना है, घिसा-पिटा, या हस्तांतरण करने के लिये पीछे की तरफ केन विधियत असूचीगत हो गया है, जब तक प्रमाण निसके एवन में वे नारी करते हैं, कंपनी को प्रस्तुत एवम समर्पित होते हैं.
		(बी) बशर्ते कि जो कि विकिप्त हो गये है, फटे हुए है या पुराने है, फटा-पुराना है, घिसा-पिटा, या हस्तांतरण करने के लिये पीछे की तरफ केन विधिवत असूचीगत हो गया है, के प्रतिस्थापन में नारी किये नाने वाले नये प्रमाणपत्रों के लिये कोई भी शुक्क नहीं लिया नायेगा.
		(सी) आगे बशर्ते कि स्टॉक एक्सचेंज पर व्यापार के लिये बाजार ईकाई सहित तदनुसार नामकरण में से प्रमाणपत्रों के खंडित होने, या समेकन के लिये कोई भी शुक्क नहीं लिया जायेगा.
		(डी) आगे बशर्ते कि किसी प्रमाणपत्र खोने या नष्ट होने की दशा में , इस तरह के खोये या नष्ट हुए प्रमाणपत्रों के स्थान पर नकल प्रमाणपत्रों को कंपनी इस तरह की शर्तो पर जारी कर सकती है, सबूत के रूप में , इस तरह के साक्ष्य की जांच एवम क्षतिपूर्ति के संबंध में खुटकर खर्च जो कि बोर्ड निर्धारित कर सकता है, एवम इस तरह की फीस के भुगतान पर, जिसका वे निर्णय से सकते हैं, जो कि स्टॉक एक्सचेंज द्वारा, नहां पर कंपनी के अंश सूचीबद्ध है, निर्धारित की गई फीस से न्यादा नहीं होगी.
		(ई) कोई भी नया प्रमाणपत्र इस तरह से चिन्हित किया जायेगा.
		(एफ) बशर्ते कि ऊपर क्या कहा गया है, इसके होते हुए भी, निदेशक इस तरह के नियमों या विनियमों या किसी स्टॉक एक्सचेन्ज की आवश्यकताओं या अधिनियम के अंतर्गत बनाये गये नियमों या प्रतिभूति अनुबंध (विनियम) अधिनियम, १९५६ या अविनियम के अंतर्गत बनाये गये नियमों या इसकी ओर से लागू नियम.
		(जी) इस धारा के प्रावधान कंपनी के डिबेन्चर्स पर यथोचित परिवर्तन सहित लागू होंगे.
રદ્દ.	संपुरत धारक एकमात्र धातक समझा बाचेमा	(ए) यदि कोई अंश दो या अधिक व्यक्तियों के नाम पर जारी है, रिजरटर में नामित प्रथम व्यक्ति लाभांशों या बोनस या सेवा की सूचनाओं की प्राप्तियों के ऊप में होगा एवम कंपनी से जुड़े हुए सभी मामले या कोई मामला, सभा में वोटिंग एवम अंशों के हस्तांतरण को छोडकर, इसका एकमात्र धारक समझा जायेगा, किन्तु अंशों के संयुक्त धारक, अलग-अलग ऊप के साथ-साथ संयुक्त ऊप में, सभी कॉल्स के भुगतान एवम इस तरह के अंशों के संबंध में बकाया अन्य भुगतानों एवम कंपनी के विनियमों के अनुसार इसके सभी प्रासंगिक व्ययों के लिये दायी होंगे.
	संयुक्त बारकों की अधिकतम संख्या	(बी) किसी भी अंश के संयुक्त धारकों के तौर पर तीन व्यक्तियों से न्यादा को रनिस्टर करने के लिये कंपनी बाध्य नहीं होगी.
₹७.	पंजीकृत धारकों के अलावा कंपनी अंश ने किसी ब्यान को मान्यता देने के किसे बाध्य बही	सक्षम क्षेत्राधिकार के म्यायालय द्वारा दिये गये आदेश को छोडकर या कानून की आवश्यकता द्वारा, कंपनी अंश में किसी इतिचटेबल, आकरिमक, भविष्य या अंशतः ब्यान को मान्यता देने के लिये बाध्य नहीं होगी, या (सिर्फ इन धाराओं द्वारा छोडकर अम्यथा स्पष्ट रूप से प्रदान), किसी अंश के बारे में कोई अधिकार, इसके एकमात्र अधिकार के अलावा, इन धाराओं के अनुसार, समय-समय पर धारक के तौर पर पंजीकृत व्यक्ति में, किन्तु बोर्ड को अपने विवेकाधिकार पर स्वतंत्रता होगी कि किन्ही दो या अधिक व्यक्तियों या उत्तरनीवी या उनके उत्तरनीवियों के संयुक्त माम पर कोई अंश पंजीकृत करे.
₹८.	अंशों पर किश्त का विधिवत गुनतान किया नामा	यदि किसी अंश के आवंटन की दशाओं द्वारा, पूर्ण राशि या राशि का भाग या इसके निर्गम का मूल्य, किश्तों द्वारा देय होगा, इस तरह की प्रत्येक किश्त, जब व्यक्ति, कुछ समय के लिये, द्वारा कंपनी को देय होगी, एवम समय समय पर, अंश का पंजीकृत धारक या उसका कानृनी प्रतिनिधी होगा.
		अंशों का अप्रत्यशीकरण
૨ ૧.	अंशों का अप्रत्यशीकरण	(i) प्रतिभूतियों का अप्रत्यक्षीकरण
		इन धाराओं में कुछ भी निहित होने के बावजूद भी, कंपनी निक्षेपामार अधिनियम, १९९६ के अनुसरण में इसकी प्रतिभूतियों का अप्रत्यक्षीकरण करने एवम अप्रत्क्षीकरण रूप में प्रतिभूतियों को प्रस्तावित करने की हकदार होगी.
		(ii) निवेशकों के लिये विकल्प
		कंपनी द्वारा प्रस्तावित प्रतिभतियों का सदस्य बनने वाले प्रत्येक व्यक्ति के पास प्रतिभूति प्रमाणपत्र प्राप्त करने या निक्षेपागार सहित प्रतिभूतियों को धारण करने का विकल्प होगा. इस तरह के व्यक्ति जो कि प्रतिभूतियों के लाभार्थी स्वामी होते हैं, किसी भी समय एक निक्षेपागार से बाहर निकल सकते हैं, यदि कानून द्वारा अनुमति

हो, किसी भी प्रतिमूति के संबंध में निशेपानार अधिनयम द्वारा प्रदान किये गये उंग में, एवन कंपनी इस उंग में एवन निर्धारित सनय अवधि के अन्दर, प्रतिभूतियों के आवश्यक प्रमानपत्रों को लागार्थी स्वानियों को नारी करेगा. यदि कोई व्यक्ति उसकी प्रतिभृति को बिशेपानार के साथ धारण करने के लिये चुनता है, तो इस तरह के निशेपानार को प्रतिभृति के आवंटन के विवरण के बारे में सूचित करेगा, एवन सूचना की प्राप्ति पर, निशेपानार आवेंटिती के नाम से प्रतिभृति के लामार्थी स्वामी के तौर पर इसके अभिलेख में प्रवेश करेगा.

(iii) निक्षेपागार में प्रतिभूतियां प्रतिमोध्य ऊप में हो

निक्षेपामार द्वारा धारण की मई सभी प्रतिभृतियां अभौतिक होगी एवम प्रतिमोच्य ऊप में होगी. लाभार्थी स्वामी की ओर से इसके द्वारा धारण प्रतिभृतियों के संबंध में निक्षेपामार को लागू करने के लिये अधिनियम की धाराओं १५३, १५३ए, १५३वी, १८७वी, १८७वी एवम ३७२ए में कुछ भी निहित नहीं होगा.

(iv) निक्षेपागारों एवन लाभार्थी स्वामियों के अधिकार

- ए) अधिनियम या इसकी घाराओं में निरित किसी भी विपरीत के होते हुए भी, निशेपागार लाभार्थी स्वामी की ओर से प्रतिभूति के स्वामित्व के हस्तांतरण को प्रभावित करने के उद्देश्य के लिये पंजीकृत स्वामी होना समझा जायेगा.
- बी) उपरोक्त (ए) में प्रदान किये जये अन्यथा के तौर पर बचाने के लिये, निशेपानार को प्रतिभूतियों के पंजीकृत स्वामी के तौर पर उसके धारण की गई प्रतिभूतियों के संबंध में कोई भी वोटिंग अधिकार या कोई अन्य अधिकार नहीं होगा.
- सी) कंपनी की प्रतिभूतियों की धारण करने वाला प्रत्येक कवित एवन निसका बान निसेपागार के अभिलेखों में लाभार्थी स्वामी के तौर पर प्रविष्ट हैं, कंपनी का सदस्य समझा जायेगा. प्रतिभूतियों का लाभार्थी स्वामी सभी अधिकारों एवन लानों एवन उसकी प्रतिभूतियों के संबंध में सभी दायित्वों के विषय में, जो कि निसेपागर द्वारा धारण की जाती है, का हकदार होगा.

(v) दस्तावेजों की तामील

अधिनियम या इसकी धाराओं में निहित किसी भी विषरीत के होते हुए भी, जहां प्रतिभूतियों निक्षेपागार में धारण की जाती है, लाभावीं स्वामी का अभिनेस इस तरह के निक्षेपागार द्वारा कंपनी पर तामील किया जा सकता है, इतेक्ट्रोनिक माध्यम द्वारा या पलापी या हिस्क में सुपूर्वगी द्वारा.

(vi) प्रतिभूतियों का हस्तांतरण

अविभियम की थारा १०८ था इमकी वाराओं में हस्तांतकरणकर्ता एवम हस्तांतरिती, नो कि निक्षेपामार के अभिलेख में लाभार्थी स्वामी के तौर पर प्रविष्ट होते हैं, दोनों द्वारा प्रभावित प्रतिभूतियों का हस्तांतरण लागू करने के लिये कुछ मी निहित नहीं होना.

(VII) प्रतिभूतियों का आवंटन एक निक्षेपागार द्वारा निपटाना

इस अधिनियम एवम इसकी धाराओं में कुछ भी नहीं होने के बावजूद भी, जहां पर बिसेपामार द्वारा प्रतिभूतियों को निपटाया जाता है, तो इस तरह की प्रतिभूतियों के आवंटन पर कंपनी निसेपामार को तुरंत इसके विवरण से संबंधित सुवना देगी.

(Viii) निक्षेपामार में धारन की गई प्रतिभूतियों की विशिष्ट संख्या

निक्षेपामार में धारन की गई प्रतिभूतियों को लाजू करने के लिये कंपनी द्वारा जारी की गई प्रतिभूतियों के लिये विशिष्ट संख्या होने की आवश्यकता से संबंधित इस अधिनियम एवम इसकी धाराओं में कुछ भी निष्ठित नहीं मेगा

(ix) लाभार्थी स्वामियों का रजिस्टर एवम सूचकांक

निक्षेपामार अधिनियम, १९९६ के अंतर्गत निक्षेपामार द्वारा लाभार्थी स्वानियों का रनिस्टर एवम सूचकांक अनुरक्षित किया जाता है, इन धाराओं के उद्देश्य के लिये सदस्यों एवन प्रतिमृतियों धारकों के रनिस्टर एवन सूचकांक का होना समझा जायेगा.

३०. **अंशों पर प्राप्त** ग्रिमीचन का आवेदन

(१) जहां पर कंपनी प्रिमीयम पर अंशों को जारी करती है, चाहे रोकड या अन्यथा, कुल राशि के बराबर राशि या इन अंशों पर प्रिमीयम का मृत्य काते में हस्तांतरित किया जायेगा, जो कि 'अंश प्रिमीयम काता' कहलायेगा एवम कंपनी की अंश पूंजी को घटाने से संबंधित अधिनियम के प्रावधान इस कष्ड में प्रदान किये गये जैसे स्विकार होंजे, लागू जैसे यदि कंपनी की प्रदेय अंश पूंजी अंश प्रिमीयम काते में थी.

₹4.	पूंजी में से ब्यान	कंपनी अंश पूंजी पर ब्यान का भुगतान कर सकती है, जिस समय के लिये यह प्रदेय है, अवधि के लिये, द पर, अधिनियम की धारा २०८ द्वारा प्रदान की गई दशाओं एवम प्रतिबन्धों के अधीन, एवम यह पूंजी पर लाव कर सकती है.
		पूंची में से ब्याव
₹¥.	वलाली	कंपनी अंशों या डिबेन्चर्स के किसी निर्णम में इस तरह की दलाली का भुगतान कर सकती है, जो कि उचि एवम वैद्य हो.
देवांक १	९ फरवरी, २०१४ को आब	वित अताबारण समा में आर्टिकल ११ में विशेष प्रस्ताव पारित करके बदलाव.
	किया जा सकता है	का ग्राहक बनने के लिये किसी भी समय किसी भी व्यक्ति को कमीशन का भुगतान कर सकती है. कमीश का भुगतान या तो रोकड में या कंपनी के अंशों, डिबेम्बर्स या स्टॉक के द्वारा किया ना सकता है.
33.	कमीशन का गुजतान	कंपनी के प्रावधानों के अधीन, कंपनी अंश, डिबेनवर्स या डिबेन्वर्स स्टॉक या कंपनी की किसी अन्य प्रतिभ
		हानीबारी और बताली
		(बी) इन घाराओं में निहित कुछ भी होने के बावजूद भी एवम उपरोक्त की व्यापकता के बिना पुर्वाग्रह व निदेशकों का बोर्ड, जब चाहे एवम उचित समझे, कंपनी के स्वयं इस तरह के अंशों एवम प्रतिभूतियों र पुर्नेकरीद कर सकती है, इस तरह की सीमाओं के अधीन, इस तरह की शर्तो एवम दशाओं पर एवम इस त के अनुमोदन के अधीन, नैसा कि कंपनी अधिनियम, १९५६ की धारा ७७ए के अंतर्गत अनुमति हो सकती एवम लागू दिशा निर्देश एवम विनियम नो कि इस संबंध में नारी किये जा सकते हैं.
3 2.	जंशों की पुर्वजरीद	(ए) अधिनियम की धारा ७७ या ७७ए एवम धारा ७७बी के अनुसरण में, कंपनी की साधारण सभा में विशे प्रस्ताव पारित करने के द्वारा कंपनी इसके स्वयं के अंशों को खरीद सकती है.
		अंशों की पूर्वस्वरीद
	2	(iiii) घूट पर जारी होने वाले अंश उस दिनांक के बाद दो महीने की अवधि में जारी होते हैं जो कि कंप कानून बोर्ड द्वारा जारी किया जाता है या इस तरह के किसी बढाये गये समय के अन्दर जिसकी अनुम कंपनी कानून बोर्ड द्वारा दी जा सकती हो.
		(ii) घूट की अधिकतम दर को बिर्दिष्ट करता हुआ प्रस्ताव (दस प्रतिशत से अधिक नहीं या इस तरह का उ प्रतिशत जिसकी अनुमति केन्द्र सरकार द्वारा किसी विशेष मामले में दी जा सकती है) जिस पर अंशों को जा किया जाना है, एवम
		(i) साधारण सभा में कम्पनी द्वारा प्रस्ताव पारित करने के द्वारा घूट पर अंशों को जारी करने के दि अधिकृत होता है एवम कम्पनी के कानून बोर्ड या अन्य निकाय द्वारा अनुमोदित, जो कि इस आधार नियुर किये जाते हैं कि यदि इस तरह के अनुमोदन की आवश्यकता होती है,
39 .	ब् ट पर अंश	पहले से ही कम्पनी में काम में ली जा रही श्रेणी में कंपनी छूट अंशों को जारी कर सकती है, यदि निम्नलिखि दशाओं की पूर्ति की जाती है, मुख्यतया :-
		(एफ) इस तरह के अन्य उद्देश्य निसकी किसी समय के लिये कानून द्वारा अनुमति दी ना सकती है.
		(ई) इसकी प्रतिभूतियों की पुर्वस्वरीद में एवम
		(डी) कंपनी के किसी प्रतिदेय वरीयता अंश या किसी डिबेन्चर्स पर देय प्रिमीयम के लिये प्रदान करने में ,
		(सी) अर्चे, या अदा की गया कमीशन या अनुमत की गई घूट लिखित में ,
		(बी) कंपनी के प्रारंभिक खर्चे लिखित में.
		(ए) भुगतान में कंपनी के जारी नहीं किये गये अंशों का कंपनी के सदस्यों को पूर्ण भुगतान बोनस अंशों तौर जारी होना.
		(२) अंश प्रिमीयम खाता, इस खण्ड (१) के होने के बावजूद भी, कंपनी द्वारा लागू होगी:

34 .	विदेशक कॉल कर सकते हैं	अधिनियन की यारा ९१ के प्रावधानों के अनीन, निरंशकों का नोई, समय-समय पर, नोई (एयन परिपन्न प्रस्ताव द्वारा नहीं) की सना में प्रस्ताव पारित करके, अंशों पर सभी नहीं चुकायी मयी राशियों के संबंध में सहस्वों पर इस तरह के कॉल ना कॉल्स कर सकता है, जैसा भी अधित समझे, चाहे अंशों के अंकित मृत्य के खाते पर चा प्रिनीयन के माध्यम से, उसके द्वारा प्रमशः आनोधित एयम उसके आवंटम की रशाओं में नियत समय पर देव द्वारा नहीं एवम प्रत्येक सदस्य प्रत्येक कॉल की शिश का शुनतान करेगा जो उस पर उम समयों एवम स्थानों पर निरंशकों के नोई द्वारा नियुक्त व्यक्ति या व्यक्तियों द्वारा बनायी गयी है, देव बनायी नयी कॉल का शुनतान किशतों हर किया जा सकता है. कॉल का शुनतान स्थागत करने वा निरस्त करने का निर्यास मोई द्वारा किशतों हर किया जा सकता है.
3 0.	कॉरस का गोविस	कंपनी द्वारा किसी कॉल के लिबे कम से कम ५० दिनों का लिखित नोटिस मुजतान का समय एवन स्थान, एवन व्यक्ति वा व्यक्तिचों को निर्दिष्ट करते हुए दिवा नावेमा, जिनको कॉल का मुनतान किया नावेमा.
₹ ८.	प्रस्ताव द्वारा विवास को कॉल	एक कॉल को इस समय बनाना उचित समझा जायेगा जब इस तरह का प्रस्ताव बिदेशकों के बोई की सभा में अधिकृत तौर पर पारित किया था एवम सदस्यों द्वारा देय बनाया जा सकता है जिसके नाम पर इस तरह की दिनांक पर सदस्यों के रिजस्टर में प्रविष्ट हुआ हो या इस तरह की आनामी तिथी पर निदेशकों के विवेकाधिकार पर, जैसा बिदेशकों के बोई हारा निकत किया नायेगा.
₹9.	कॉल दवाने की शनित पर प्रतिबंध	कोई भी कॉल दो महीनों की अवधि ने वेच नहीं होगी चा इस तरह की अवधि के अंदर, जैसा बोर्ड निर्णय कर सकता है, उसके पश्चात नव अंतिन पूर्ववर्ती कॉल का भुनतान हुआ था.
¥0.	सिरेशक जनस्य सहर सकते हैं	निवेशको का बोर्ड, समय-समय पर इसके विवेक से, किसी भी कॉल के गुगतान के लिये नियत किये गये समय को बाग सकता है, एवन इस तरह का समय सभी या किसी सदस्य के लिये बाग सकता है, जिसका आवास दूरी पर आवा हुआ हो या अन्य कारण से, निवेशकों का बोर्ड की राय में इस तरह के विस्तार के लिये ज्यायसंगत कंग से सकदार होते हैं, किन्तु कोई भी सदस्य इस तरह के विस्तार का हकदार नहीं होगा, अनुग्रह एयम पक्ष के एक नामले के अधिकार के कप में कोडकर.
¥9.	निवस समय में वा किसों द्वारा केव शक्त करूर के स्वय में माना नाना	यदि किसी जंश के नारी करने की शर्तों द्वारा या अन्यथा किसी राशि का किसी नियत समय पर देय बनाया या नियत समय पर किशतों द्वारा (बाहे अंश की सांशि के साते पर या प्रिमीयम के द्वारा) इस तरह की प्रत्येक राशि या किशत देय होनी यदि यह निदेशकों द्वारा विधियत कॉल बनायी नवी थी एयन निस्तेक सिये बकाया बोटिस विवा नया है एयम कॉल के संबंध में निहित इसके सभी प्रायधान तदबुसार इस तरह की राशि या किश्त पर लागू होंगे.
કર .	नम कॉल पर ज्यान चा किश्त वेच हो	बदि किसी कॉल वा किश्त के संबंध में देव राशि के मुमतान के सिवे निवत किये गये दिन पर या पहले अदा नहीं की नाती है, समय के सिवे अंश का धारक वा आवंदिती, किसके संबंध में कॉल बनावी नायेमी या किश्त की राशि देव होनी, इस सारी पर इसे रह की दर पर ब्यान अब्ध करेगा, जो कि २२ प्रतिशत प्रतिवर्ष से अधिक नहीं होगी, नैसा कि निवेशक मुगतान के लिये दिन निवत करेंगे, इसके वास्तविक मुगतान के समय से, किन्तु निवेशक इस तरह के ब्यान की शशि को पूर्ष वा भाग में अधिस्वक्त कर सकते हैं.
¥\$.	कंपनी के अंश वारकों के विकास कार्यवाही के समूह	कंपनी द्वारा किसी सहस्या या उसके कानूनी प्रतिनिधि के विकल्क द्वायल पर या किसी कार्यवाही के लिये सुनवाई या सूट लाया नया है, कंपनी के अंशों के संबंध में बकाया किसी राशि की वसूली के लिये दावा, यह सानित करने के लिये पर्याप्त होना कि सहस्य का मान निस्तक अंशों की रानित वसूली के लिये वावा, यह सानित करने के लिये पर्याप्त होना कि सरस्य का मान निस्तक अंशों की रानित वसूली के लिये मांगी जाती है एवम धारक के तौर पर सहस्यों के रिनस्ट में प्रविच्य होता है, आमानी विकाल पर जब रानि की वसूली की मांग की नाई है, उस पर बकाया होने का आरोप लगता है, अंशों के, इस तरह की राशि को वसूल करने की मांग की जाती है, एवस धारक के तौर पर सहस्यों के रिनस्टर में प्रविच्य है या कोड़ एक धारक पर या आमानी दिमांक जब राशि की वसूली की मांग की नाई है, यह आरोप लगता है कि वह राशि बकाया है जो कि अंशों के संबंध में इस तरह की राशि को वसूल करने की नांग की है, तब प्रस्ताव द्वारा कॉल बनावी जाती है, जो रिपोर्ट बुक में विधिवत रिकोर्ड होती है, एवम इस तरह की कॉल का बोर्टिस सहस्य या उसके कानूनी प्रतिनिधि को इन धाराओं के अनुसरण में विधिवत दिवा नया था एवम निदेशकों की नियुव्त को साबित करना आवश्यक नहीं होगा, जिसने इस तरह की कॉल बनाई थी, मा कि निदेशकों का कोरम बोर्ड में उपस्थित बात करना आवश्यक नहीं होगा, जिसने इस तरह की कॉल बनाई थी, मा कि निदेशकों का कोरम बोर्ड में उपस्थित बात है वा निर्वा कर की नहीं होगा, किसी अन्य मामले में नहीं, जो भी, किन्तु उपरोक्त मामले का सबूत, ऋण का निर्मायक सबूही होगा.
୪ ୫.	अस्तिक शुनतान जन्मी रोकना नहीं	ना तो किसी राशि के भाभ की कंपनी द्वारा प्राप्ति, जो समय-समय पर किसी अंश के संबंध में कंपनी को किसी सदस्य द्वारा देव होगी, या तो मूल या ब्वान के द्वारा, ना ही इस तरह की राशि के भुगतान के संबंध में कंपनी द्वारा पारित कोई अनुग्रह, इसके बाद की कार्यवाही के लिये कंपनी को इसके बाद प्रदान किसे गये इस तरह के अंशों की कसी लाजू करने से रोकेगा.
84.	कॉल के पुर्वाकुमान में शुक्ताल पर क्यान से सकते हैं	यदि बोर्ड सही समझे, एयम अधिनियम की थारा ९२ के प्रावधानों के अधीन हो, किसी भी सदस्य से प्राप्त इसका अद्भिम करने के लिये तैयार, उससे संबंधित अंशों की रकम से परे सभी राशियों या उसके भाग का, वास्तव में बुलाई नई एयम अद्भिम में भुमतान की नई इस तरह की राशियों पर, या इसके तत्संबंधी पर, समय-समय पर, एयम इसके बाद किसी समय कॉल की राशि बढती है, तब काते पर अंशों के संबंध में

	चदि अंशों पर देव	यदि कोई सदस्य किसी कॉल या किसी कॉल की किश्त का शुगतान, इसके शुगतान के लिये नियत किये गये
		अंशों की जन्ती
		(२) अवशेष, यदि कोई हो, का भुगतान विक्रय (वर्तमान में देय नहीं राशियों के लिये एक तरह के धारणिधकार के अधीन, जैसा कि विक्रय से पहले अंशों पर विद्यमान) की दिनांक को अंशों के हकदार व्यक्ति को होगा.
୫୧.	विक्रय की आव का आवेदन	(9) इस तरह के किसी विक्रय की शुद्ध आय कंपनी द्वारा प्राप्त की नायेगी एवम इस तरह की राशि का भाग निसके संबंध में या की ओर लागू होगा, निसमें विद्यमान धारणाधिकार वर्तमान में देय होता है, एवम
		(३) क्रय राशि के आवेदन को देखने के लिये क्रेता बाध्य नहीं होगा, ना ही विक्रय के संदर्भ में की जारी कार्यवाही में अंशों का उसका टाईटल किसी किसी अनियमितता या अशक्तता से प्रभावित होगा.
•	का हस्तांतरम	(२) क्रेता इस तरह के किसी हस्तांतरण में समाविष्ट अंशों के धारक के तौर पर पंजीकृत होगा, एवम
8 ८.	धारपाधिकार के अंतर्जत वेचे जचे अंशा	
दिवांक १	९ फरक्री, २०१ ३ को आ व	गोजित असाधारण सभा में आर्टिकम ४७ में विरोच प्रस्ताव पारित करके बदलाव.
		(बी) राशि के इस तरह के भाग के भुगतान के कथन एवम मांग के लिखित में नोटिस देने के बाद बोर्ड द्वारा निर्धारित किये गये समय की समाप्ति के बाद, जिसके संबंध में विद्यमान धारणाधिकार वर्तमान में देय है, कुछ समय के लिये पंजीकृत धारक को प्रदान किया गया है या उसकी दिवालियापन के कारण व्यक्ति हकदार बना है. इस तरह के विक्रय के उद्देश्य के लिये बोर्ड इस तरह के अंशों के संबंध में नकस प्रमाणपत्र जारी कर सकता है एवम इस तरह के सदस्यों के नाम से एवम उनकी ओर से इसके हस्तांतरण का निष्पादन उनमें से किसी एक सदस्य के मान पर अधिकृत कर सकता है.
		(ए) जब तक राशि जिसके संबंध में विद्यमान धारणाधिकार वर्तमान में देय नहीं होता है, या
86.	विक्री द्वारा धारनाथिकार लागू करमा	कंपनी किन्ही अंशों को बेच सकती है, इस तरह की दशा में जिसे बोर्ड उचित समझ सकता है, जिस पर कंपनी को इसको लागू करने के उद्देश्य के लिबे धारणाधिकार है. बशर्ते कि कोई भी बिक्री नहीं की आयेगी:-
¥Ę .	कंपबी को अंशों पर धारनाधिकार है	कंपनी को पूर्ण प्रदेय अंशों (जो कि धारणिधकार से मुक्त होगा) के अतिरिक्त सभी अंशों पर प्रथम एवम सर्वश्रेष्ठ धारणिधकार होगा, किन्ही सदस्यों के नाम पर पंजीकृत, या तो एक पर या अन्य किसी व्यक्ति के साथ संयुक्त, एवम इसकी बिक्री की आय पर, सभी ऋणों, दायित्वों, सभी कार्यों एवम दायित्वों के लिये, वाहे एकमात्र या किसी अन्य व्यक्ति के साथ संयुक्त रूप से, इस तरह के अंशों / डिबेन्बर्स के संबंध में कॉल या नियत समय में भुजतान पर, एवम किसी भी अंश पर कोई इक्विटेबल ब्याज बनाया नहीं जायेगा, आधार एवम दशाओं पर छोडकर, कि यह धारायें पूर्ण प्रभाव में होंगी, एवम इस तरह का धारणिधकार इस तरह के अंशों / डिबेन्बर्स के संबंध में समय-समय पर घोषित सभी लामांश एवम बोनस का विस्तार होगा. जब तक अन्यथा सहमत नहीं होते, अंशों / डिबेन्बर्स के हस्तांतरण का पंजीकरण कंपनी के धारणिधकार के त्याग के तौर पर संचालित होगा, यिब कोई हो, इस तरह के अंशों या डिबेन्बर्स पर, इस तरह का धारणिधकार इस तरह के अंशों के संबंध में समय-समय पर घोषित सभी लामांशों का विस्तार करेगा. किन्तु बोर्ड इस धारा के प्रावधानों के द्वारा, किसी भी समय-समय पर घोषित सभी लामांशों का विस्तार करेगा. किन्तु बोर्ड इस धारा के प्रावधानों के द्वारा, किसी भी समय-समय पर घोषित सभी लामांशों का विस्तार करेगा. किन्तु बोर्ड इस धारा के प्रावधानों के द्वारा, किसी भी समय किसी भी अंश को चूट, पूर्ण या आंशिक, में होने की घोषणा कर सकता है.
		धारनाविकार
		(सी) इन धाराओं के प्रावधान कंपनी के डिबंम्बर्स पर कॉल्स पर यथोचित परिवर्तन सहित लागू होंगे.
		(बी) इस तरह की राशि का अभ्रिम में भुगतान करने वाला सदस्य उसके द्वारा अदा की गई राशियों के संबंध में वोटिंग के अधिकार का हकदार नहीं होगा, जब तक यह होता है, किन्तु कुछ भुगतान के लिये वर्तमान में देय होता है.
		बनाया हुआ एवन देय, जो इस तरह के अग्रिम बोर्ड द्वारा बनाये जाते है, ब्याज का भुगतान कर सकते है या अनुमति दे सकते है, इस तरह की दर पर जो कि सदस्य अग्रिम की राशियों पर अदा कर रहा है एवम उस पर बोर्ड सहमत है. इस तरह की राशि पर ब्याज की दर १२ प्रतिशत से अधिक नहीं होगी, कंपनी के सदस्यों की आम बैठक में मंजूरी के बिना. बोर्ड इस तरह के अग्रिम की किसी राशि का पुर्नभुगतान किसी भी समय करने के लिये सहमत हो सकता है या सदस्य को तीन महीनों का लिखित नोटिस देने पर किसी भी समय इसका पुर्नभुगतान कर सकते हैं, बशर्ते कि अंशों के कॉल्स के अग्रिम में अदा की गई राशि पर ब्याज ले सकते हैं किन्तु लाभांश या लागों में सहमागिता का अधिकार प्रदान नहीं करेगा.
1		हलागा हथा प्रस्त के के का का के के किया

	दिया वामा	जो कि कंपनी द्वारा इस तरह से शुगतान नहीं करने के कारण हो सकते हैं, करने के सिन्ने नोठिस दे स क ता है.
49.	आनंदन पर देव रासि कॉल करने के जिले समझी वा सकती है	अंशों की जब्बी से संबंधित कुन्नि प्रकाति के प्राप्तवानों के उद्देश्यों के लिये, जैंश के संबंध में आदंटन पर देय राशि, कॉल करने के लिये उचित समझी जा सकती है, आवंटन के दिन पर इस तरह की राशि पर देय.
પ ર.	बोठिस का प्रपत्र	नोटिस में होमा नाम, दिन (बोटिस की दिनांक से चैतह दिनों से कम नहीं होना) एवन स्थान या स्थानों एवन जिस पर इस तरह की कॉल वा किश्त एवम उस पर इस तरह का ब्यान इस तरह की दर पर एवम भुनतान किये जाने वाले उक्तोंक्त सर्वें. नोंटिस में यह भी कहा जायेगा कि समय पर वा समय से पहले भुनतान नहीं किये जाने के प्रसंज में एवम अंशों को निचुक्त किये जाने बाले स्थान पर जिसके लिये कॉल की नई थी या किश्त देय है, जबती के लिये उत्तरवांकी होना.
4ફ.	नवा किये माने वाले अंशों के मुनदान में पूक्ष करा में	यदि उपरोक्ताबुसार इस तरह के किसी मेरिस की आवश्यकता का पालन नहीं किया जायेगा, इस संबंध ने प्रत्येक या कोई अंश निसके लिये इस तरह का मोटिस दिया नया है, इसके पश्चात किसी भी समय हो सकत है, कॉल के भुनतान या किश्त के न्यान से पहले, एवन इसके संबंध में बकाया करों, इस प्रभाव में बिदेशके के बोर्ड के प्रस्ताव द्वारा नक्त हो नायेगा. इस तरह की कब्दी में, समी तरह के घोषित लामांश या कोई अन्य राशि, जब्त अंशों के संबंध में देय एवम वास्तव में मब्दी से पहले देय नहीं, भी सम्मिलत होगी.
4 8.	स्वस्यों को क्यी का बोटिस	जब कोई अंश इस तरह से जबा किया जायेगा, जबी का बोटिस सदस्य को दिया जायेगा, जिसके बाम पर जबी से तुरंत पहले यह है, इसकी विजांक सहित, सदस्यों के रेकिस्ट में दर्ज होगा, किया कोई भी जबती किसी भी दशा में, किसी भी चूक वा लापरबाड़ी द्वारा इस तरह का बॉटिस देवे में या उपरोक्त अबुसार इस तरह की कोई प्रविक्टी बनाने में, अवैध नहीं होगी.
લ લ.	नवा अंश का चंपनी की सम्पतित होना एकम वेश मा सकता ह	इस तरह से जब्द किया नया कोई भी जैश, कंपनी की सम्पत्ति समझा जायेगा, एवन इसे बेचा जा सकता है, पुन: आवंटित किया जा सकता है या अन्यथा निपटारा किया जा सकता है, या तो नूल थारक को या किसी अन्य व्यक्ति को, इस तरह की शर्ती एवन इस तरह की दशाओं में, जैसा निदेशकों को बोर्ड उचित समझेगा.
વદ્દ .	जनन अभी मी रावि के मुनतान के तिने असरनाथी, नवी एका जान के समय रेप	कोई भी सदस्य निसके अंशों को वक्त किया गया है, जन्मी के बावजूद भी, भुमतान के तिने दायी होगा एयन कंपनी की कॉल्स, किश्तों, ब्यान एयन उस पर किये नवे क्यों की मांन पर कंपनी को असिलंब भुमतान करेगा या इस संबंध में इस तरह के अंशों की नव्यी के समय भुमतान के इसकी नव्यी के समय इस पर ब्यान सित, इस तरह की दर पर, नैसा कि निवेशकों का बोर्ड निर्धारित कर सकता है एवन निदेशकों का बोर्ड इर तरह की राशियों या इसके भाग के मंगतान के लिये लागू कर सकता है, यदि उचित सगझता है, किन्तु यह ऐसा करने के किसी कर्तव्य के अंतर्गत नहीं होगा.
46.	वसी के प्रभाव	अंश की कसी के समय कंपनी के विकन्न सभी ब्याज एवम सभी वार्वे एवम सभी मांगे वितुप्त होने ने सम्मितित होगा, अंश एवम अन्य सभी अधिकारों के संबंध में, अंशों के सिये प्रासंभिक, सिर्फ इस तरह वे उम अधिकारों को छोडते हुए, वैसा इम धाराओं में स्वब्द कप से बचाया है.
4 C.	वार्षिक वसी का अधिकार	इस तरह के किसी अंश के जबा होने से पहले किसी भी समय निदेशकों का बोर्ड कर सकता है, बेच सकेना पुन: आवंदित कर सकेना वा अन्यथा निपटारा कर सकेना, इस तरह की दशाओं वर इसकी वार्षिक नबी पर नैसा भी उपित समझे.
49.	नदी की देवता	(१) लिखित में विधिवत सत्यापित घोषणा कि घोषणा करने वाला, कंपनी का निर्देशक, प्रबंध निर्देशक य प्रबंधक या सचिव है एवम कि अंश कंपनी की धाराओं के अनुसार विधिवत नवा किया गया है, घोषणा में निर्देश्य की मई दिबांक पर, इस अंश पर अधिकार का दावा करने सभी व्यक्तियों के विकद्ध इसके कहे गर तथ्य निर्पायक साथ्य होने,
	1. 1 × 100 1. 1 × 100 1. 1 × 100	(२) कंपनी प्रतिफल प्राप्त कर राकती है, यदि कोई हो, अंश को बेचने, पुनः आवंदित करने या इसके अन्य निपटारा करने के क्षिये प्रदान किया, एवन व्यक्ति के पक्ष में अंश का इस्आंतरन निष्मादित कर सकती है जिसने अंश को बेचा है या निपटारा किया है,
		(३) व्यक्ति निसको इस तरह का अंश बेचा है, पुनः आवंटित किया है वा निपटारा किया है, अंश के धारक वे तौर पर इस पर पंजीकृत होगा,
		(४) इस तरह का कोई भी क्रेता वा आवंदिती किसी भी कॉल्स, राशियों, किश्तों, व्यान एवम कंपनी द्वारा इर पर किये नये सवीं के भुगतान के लिये दायी नहीं होगा (जब तक स्पष्ट अनुबंध ना हो), इस तरह के क्रय य आवंदन से पहले, किसी भी लाभांश, व्यान या बोनस का हकदार नहीं होगा (जब तक स्पष्ट अनुबंध ना हो) या जो अंशों पर अर्जित किया जा सकता है, इस तरह की क्रय पूर्ण होने के समय से पहले या इस तरह व आवंदन होने से पहले.
		(५) इस तरह के क्रेता या आवंटिती क्रय राशि के आवेदन को देखने के लिये नाध्य नहीं होंने, ना ही अंश वे टाईटल को, अंश की जन्ती, क्रय, पुन:आवंटन या अन्य निपटारे से अन्य किसी अनिवनितता या अशक्तत

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	 	से प्रभावित करेगा.
६ 0.	नसी के तीर पर इन धाराओं के प्रावधान किसी राशि के भुमतान नहीं होने की दशा में लानू	नसी के तौर पर इन थाराओं के प्रावधान इस तरह की राशि के भुमतान नहीं होने की दशा में लागू होने नियत समय में देय होने वाले अंश के नारी होने की शर्ती द्वारा, चाहे अंश के अंकित मूल्य के खाते पर र प्रिमीयम के माध्यम से, यदि यह विधिवत बनाई गई एवम अधिसूचित की गई कॉल के प्रभाव द्वारा देय हुउ था.
ξ9 .	जबा किये मचे अंशों के संबंध में अंश प्रमानपत्रों को रद्द करमा	किसी भी विक्रय, पुनः आवंटन या अन्य निपटान पर, पूर्ववर्ती धाराओं के प्रावधानों के अंतर्गत, संबंधित अंश के संबंध में जारी मूल ऊप से प्रमाणपत्र रहद होंगे (जब तक इसकी कंपनी द्वारा मांग की नायेगी, दोषी सदस् द्वारा इनको पूर्व में समर्पण कर दिया मया) एवम अशक्त एवम शून्य हो जाते हैं एवम कोई भी प्रभाव नहीं एवम निदेशक इसके हकदार व्यक्तियों के कथित अंशों के संबंध में नये प्रमाणपत्र या प्रमाणपत्रों को जार करने का हक होगा.
६ २.	अंशों का जनर्पन	डायरेक्टर, अधिनियम के प्रावधानों के अधीन, इस तरह की शर्तो पर समर्पण के इच्छुक किसी सदस्य के द्वार या किसी सदस्य के लिये किसी अंश का समर्पण स्विकार कर सकता है, नैसा भी वे उचित समझे.
		अंबों का इस्तांतरच प्रयम संबरच
Ęą	अंशों का आवंदन / हस्तांतरम	इक्विटी अंशों के 9 प्रतिशन से अधिक अंशों का कोई आवंटन / हस्तांतरण, वायदा बाजार आयोग के पूर् अनुमोदन के अधीन होगा एवम सरकार / वायदा बाजार आयोग द्वारा जारी दिशानिर्देशों के अनुसार होगा.
६३ ए.	हस्तांतरम का रिकस्टर	कंपनी हस्तांतरण के रिजरटर को बुलाने के लिये बुक रखेगा, एवम इसमें किसी अंश के प्रत्येक हस्तांतरण य संचरण का विवरण उचित रूप से एवम स्पष्ट रूप से प्रविष्ट करेगा.
६ ४.	इस्तांतरम् का प्रपन्न	किसी भी अंश के हस्तांतरण का दस्तावेज अधिनियम की धारा १०८ की आवश्यकता के अनुसार निर्धारित प्रपत्र में होगा.
६ ५.	हस्तांतरम के तिचे आवेदम	(9) कंपनी में अंशों के हस्तांतरम के पंजीकरम के लिये आवेदन या तो हस्तांतरमकर्ता या हस्तांतरिती द्वार बनाया ना सकता है,
		(२) जहां पर आवेदन हस्तांतरन कर्ता द्वारा बनाया जाता है एवम अंशतः देय अंशों से संबंध रखता है, जर कंपनी हस्तांतरिती को आवेदन का नोटिस नहीं देती है, हस्तांतरण पंजीकृत नहीं होगा एवम नोटिस की प्राप्ति के दो सप्ताह के अंदर हस्तांतरिती हस्तांतरण के संबंध में आपित्त नहीं देता है,
		(३) उपरोक्त उप-खण्ड (२) के उद्देश्य के लिये, हस्तांतरिती को नोटिस विधिवत दिया नाना समझ जायेगा, यदि यह पूर्व-मुजतान पंजीकृत डाक द्वारा हस्तांतरिती के दिये जये पते पर हस्तांतरण के दस्तावेज में भेजता है एवम समय पर विधिवत सुपुर्द किया गया समझा जायेगा निस पर यह साधारण डाक में सुपुर्द किया गया होगा.
६ ६.	इस्तांतरणकर्ता एवन इस्तांतरिती द्वारा विच्यादित होना एवन	विधिवत स्टाम्प लगा हुआ इस तरह का प्रत्येक हस्तांतरण का दस्तावेज, हस्तांतरणकर्ता एवम हस्तांतरिर्त दोनों के द्वारा या माध्यम से निष्पादित एवम साक्ष्यांकित किया जायेगा एवम हस्तांतरणकर्ता इस तरह के अंश का धारक बने रहने जैसा समझा जायेगा, जब तक हस्तांतरिती का नाम इस संबंध में सदस्यों के रिजस्टर में प्रविष्ट किया जायेगा.
६ ७.	कानूनी प्रतिनिधि हारा हस्तांतरम	कंपनी में इसके मृतक सदस्य के अंश का हस्तांतरन इसके कानूनी प्रतिनिधि द्वारा किया नायेगा, हालांकि कानूनी प्रतिनिधी स्वयं सदस्य नहीं होता है, मान्य के तौर पर हो सकता है यदि हस्तांतरन के दस्तावेन के निष्पादन के समय वह सदस्य था.
बेबांक २०	व्यक्तर, २०१२ को आव	ोकित असायारच सभा में आर्टिकल ६३ एवम ६३ए में विशेष प्रस्ताव पारित करके बबलाव.
६ ८.	नव वंद हो दुवस का हस्तांतरन	निदेशकों का बोर्ड को शक्ति होगी कि वह जिले में प्रसारित होने वाले कुछ समाचारपत्रों में विज्ञापन द्वारा कम से कम सात दिनों का पूर्व नोटिस दे जिसमें कंपनी का पंजीकृत कार्यालय स्थित है, इस तरह के समय या समयों पर हस्तांतरण बुक्स, सदस्यों का रजिस्टर या डिबेम्बर्स धारकों का रजिस्टर बन्द करने के लिये एवम इस तरह की अवधि या अवधियों के लिये, किसी भी समय ३० दिनों से अधिक ना हो, एवम प्रत्येक वर्ष में कुल ४५ दिनों से अधिक ना हो, नो भी बोर्ड को समीचीन लग सकती है.
६ ९.	रिकस्टर के इस्तांतरन को निदेशक अस्वकार कर सकते	(ए) अधिनियम की धारा १९९ए एवम प्रतिभूति अनुबंध (विनियम) अधिनियम, १९५६ की धारा २२ए के प्रासंधानों के अधीन, पर्याप्त कारणों के लिये रिजस्टर को अस्विकार या अंशों के किसी हस्तांतरण को रिवकार कर सकता है.
		(बी) कोई भी अंश किसी दिवालिया या अस्वस्थ मस्तिष्कं के व्यक्ति को किसी भी स्थितियों में हस्तांतरण

		बही किया जायेजा.
		(सी) आंशिक ऊप से भुजतान बोन्च अंश का हस्तांतरन किसी अव्यस्क को नहीं किया जायेगा, बशर्ते कि हस्तांतरन का पंजीकरन, हस्तांतरनकर्ता के वा तो अकेले वा संयुक्त ऊप से किसी व्यक्ति वा अन्य व्यक्तियों के साथ कंपनी के देवदार होने के आधार पर, जो भी अंशों पर एक धारनाधिकार को छोड़कर, अस्तिकार नहीं किया जायेगा.
6 0.	अंशों के एक चा ज्वादा संपुरत धारकों की मृत्यु	किसी अंश के संयुक्त धारकों के तौर पर सदस्यों के रिनस्टर में मामित एक या न्यादा व्यक्तिकों की मृत्यु होने की दशा में, उत्तरनीवी या उत्तरनीवि(यों) कंपनी द्वारा तिर्फ अधिकृत व्यक्ति होगा, इस तरह के अंश में कोई टाईटिल या हित हो के तौर पर, किन्तु इसमें निहित कोई भी मृतक संयुक्त धारक की सम्प्रतित का निस्तार उसके द्वारा किसी अन्य व्यक्ति के साथ संयुक्त रूप से धारण किये गये अंशों पर कोई दायित्व द्वारा, मही लेगा.
69.	मृतक सक्त्य के अंशों का टाईटक	मृतक सदस्य का निष्पादक या प्रशासक वा उत्ताराधिकार प्रमाणपत्र का वारक वा मृतक सदस्य (दो का एक या न्यादा संयुक्त धारक नहीं होगा) के अंशों के संबंध में कानूगी प्रतिनिधि, इस तरह के सदस्य के नाम से पंजीकृत अंशों के किसी टाईटल के होने के तीर पर कंपनी के द्वारा एकमात्र अधिकृत व्यक्ति होगा एवम कंपनी इस तरह के निष्पादकों वा प्रशासकों वा उत्तराधिकार प्रमाणपत्रों के धारकों वा कानूगी प्रतिनिधियों को मान्य करने के लिये तब तक बाध्य नहीं होगी, जब तक इस रह के निष्पादक वा प्रशासक वा कानूगी प्रतिनिधिय के पास सर्वप्रथम प्राप्त प्रोबेट वा लेटर ऑक एडिनिन्द्रेशन वा उत्तराधिकार प्रमाणपत्र नहीं होगा, जैसा भी मानला हो सकता है, भारतीय संघ में विधिवत महित ज्वावालय द्वारा, बशर्त के किसी भी मानले में नहीं किश्ता भी मानले हो सकता है, भारतीय संघ में विधिवत महित समझता हो, इस तरह की शर्ती पर बोई मतिपूर्ति वा अन्यवा के तीर पर विदेशक के तीर पर, प्रोबेट के उत्पादक वा लेटर ऑक एडिनिन्द्रेशन वा उत्तराधिकार प्रमाणपत्र के साथ बांटमा जीवत समझ सकता है एवम किसी भी व्यक्ति का नाम धारा ७० के उत्तर्गत पंजीकृत कर सकता है, जो कि सदस्य के तीर पर मृतक सदस्य के नाम पर अंशों के एकमात्र तकदार लेके का दावा करता है.
65.	यानांकव	(i) धाराओं में कुछ भी निहित होने के बावजूद भी, कंपनी के अंशों एवन डिनेक्स का प्रत्येक धारक, किसी भी समय, किसी व्यक्ति का बानांकन कर सकता है, जिसको उसकी मृत्यू के प्रसंग में उसके अंशों था डिनेक्स का अधिकार प्राप्त होगा एवन कंपनी अधिनियम, १९५६ की धारा १०९ए एवन १०९बी के प्रावधान इस तरह के बानांकन के संबंधन में लागू होंगे.
		(ii) कोई भी व्यक्ति कंपनी द्वारा नामांकिती के तौर पर अधिकृत नहीं होगा जब तक कथित व्यक्ति की नामांकिती के तौर पर नियुक्ति की सूचना कंपनी को कंपनी के अंशों या दिनेक्स के धारक(को) वे जीवनकाल के वरम्यान कंपनी अधिनियम, १९५६ की धारा १०९ए के अंतर्जत निर्विष्ट स्थिति में नहीं दी मां है.
		(iii) कंपनी इस तरह के बाबांकन पर आनुबंगिक अंशों एवन/या डिबेन्बर्स के हस्तांतरण के लिये किसी में तरह से जिन्नेदार नहीं होगी.
		(iv) यदि अंशों या क्रिबेन्बर्स का धारक(कों) बामांकित व्यक्ति जीवित रहते हैं, तब धारक(कों) द्वारा किये मये बामांकरण का कोई प्रभाव मही होगा एवम स्वतः ही रदद हो जावेगा.
6 8.	अंशों के हकपर व्यक्तियों का पंजीकरण इस्तांतरण इत्य अन्यंथा की अपेशा	धारा ६८ एवन ६९ के प्रावधानों के अधीन, किसी सदस्य की मृत्यु, पागलपन या दिवालियापन के परिचानस्वरूप कोई व्यक्ति अंश का हकदार बनता है, या हस्तांतरण के अलावा अन्य किसी भी बैच माध्यन से इन धाराओं के अनुसार बन सकता है, निदेशकों के बोई की सहमति के साथ (निसर्ने इसका दावित्व के अधीन देना नहीं होगा), इस तरह के साक्य प्रस्तुत करने पर कि निसर्क संबंध में वह वैधता रखता है कि वह इन धाराओं के तहत कार्य करने का प्रस्ताव दे, या उसके टाईटल का, नैसी निदेशकों के बोई को आवश्यकत होगी एवन निदेशकों के तौर पर इस तरह की सांति से सुरक्षा देने पर, या तो इस तरह के अंशों के संबंध ने सदस्य के तौर पर पंजीकृत होना आवश्यक होगा या उसके द्वारा किसी व्यक्ति का नामांकन द्वारा चुनाव एवन
		इस तरह से प्रदान किये गये अंशों के संबंध में बिदेशकों के बोर्ड द्वारा अबुनोदित करने पर पंजीकृत, फिर भी यदि इस तरह का व्यक्तित उसका नामित व्यक्तित पंजीकृत होने के लिये चुना नायेगा, वह उसमें निहिर प्रावधानों के अबुसार इस्तांतरण का वस्तावेज उसके नामांकन के पक्ष में निष्पादित करने के द्वारा उसके चुनार में साक्षी देगा, एवम, जब तक वह ऐसा करता है, वह इस तरह के अंबों के संबंध में किसी दायित्व से मुक्त नहीं होगा. यह खण्ड यहां पर 'प्रसारण खण्ड' के तौर पर संदर्भित किया जाता है.
68 .	बागांकित व्यक्ति को पंजीबद्ध करने से इन्कार	अधिनियम एवम इसकी थाराओं के प्रावधानों के अधीन, निदेशकों को किसी अंश के प्रसारन द्वारा हकदा व्यक्ति को पंजीबद्ध करने से इम्कार करने का अधिकार होगा या उसके नामित व्यक्ति के तौर पर विदे व हस्तांतरिती के नाम से पंजीकरन के लिये प्रस्तुत सामान्य हस्तांतरन था.
64 .	विदेशकों को चार संबुक्त बारकों से	कंपनी को किसी अंश के संयुक्त धारकों के तौर पर तीन व्यक्तियों से ज्यादा के पंजीकरण को अस्विकार करा का हक होगा.

	ज्यादा को पंजीबद्ध करने से इन्कार करने हक	
ଓ ६.	व्यक्तियों को सदस्य के तीर पर पंजीकृत हुए दिवा जामांश प्राप्त करने का हक हो सकता है	प्रसारण के द्वारा अंश का हक रखने वाल व्यक्ति, आगे प्रदान किये गये इस तरह के लाभांश या राशि व निदेशकों के अधिकार के अधीन बनाये रख सकेगा, प्राप्त करने का हकदार होगा एवम अंश के संबंध में दे किसी लाभांश या अन्य राशि को मुक्त कर सकता है.
99.	हस्सांतरण के पंजीकरण की शर्ते	हस्तांतरण के पंजीकरण से पहले, अंश या अंशों के प्रमाणपत्र या प्रमाणपत्रों को हस्तांतरण होना है, एवम र्या इस तरह का प्रमाणपत्र विद्यमान नहीं है, अंशों के आवंटन का पत्र, ठीक तरह से स्टाम्प्ड एवम निष्पादि हस्तांतरण के दस्तावेज सहित (अधिनियम की धारा १०८ में प्रदान किए गए तौर पर संचित) कंपनी व वितरित किया जाना चाहिए, दस्तावेज के योग्य अधिकारियों की विधिवत प्रस्तुतीकरण की दिनांक सहित.
9 C.	हस्तांतरण या प्रसारण पर शुक्क बड़ी	हस्तांतरण, प्रसारण, प्रोबेट, उत्तराधिकार प्रमाणपत्र एवम प्रबंधाधिकार पत्र, मृत्यु या विवाह का प्रमाणपत्र मुख्तारनामा या समक्रप अन्य दस्तावेजों के पंजीकरण के लिये कोई शुक्क नहीं लिया नायेगा.
७ ९.	हस्तांतरण के पंजीकरण पर रोक लगावे के क्रिये बोटिस की अवहेलवा के लिये उत्तरवाची बड़ी	कंपनी कोई दायित्व या जिन्मेदारी अपने ऊपर नहीं लेगी, जो बुछ, इसके पंजीकरण के परिणाम में या अंश के किसी हस्तांतरण को प्रभाव देने में, किसी भी स्पष्ट इसके कानूनी स्वामी द्वारा बनाये जाने के लिए अभिप्राय, जैसा कि सदस्यों के रिजरटर में दिखाया गया है या प्रविष्ट किया गया है, व्यक्तियों के पूर्वाद्वह पर कियत अंशों में कोई भी न्यायसंगत अधिकार, टाईटल या हित है या दावा कर रहे है, इसके बावजूद भी कंपनी के पास इस तरह के न्यायसंगत अधिकार, टाईटल या इस तरह के हस्तांतरण पर राके लगाने वाल नेटिस हो सकता है, एवम कंपनी की किसी बुक में इस तरह का नोटिस हो सकता है या उसमें संदर्भित हें सकता है, एवम कंपनी किसी नोटिस की इस संबंध में आवश्यकता या उस पर ध्यान देने या प्रभाव देने के लिए बाध्य नहीं होगी जो इसे किसी न्यायसंगत अधिकार, टाईटल या हित के लिये या किसी दायित्व के अंतर्गत दिया जा सकता है, कोई भी तरह से, ऐसा करने के लिए इन्कार करना या उपेक्षा करना, हालांकि यह कंपन की कुछ किताबों में प्रवेश किया गया या संदर्भित हो सकता है, किन्तु कंपनी, तब भी, इस संबंध में एवम इस तरह के नोटिस पर ध्यान देने, एवम इसको प्रभाव देने के लिये स्वतंत्र होगी, यदि निदेशकों का बोर्ड ऐसा उधित समझेगा.
CO .	जब इस्तांतरण के दस्तावेजों को बनाचे रजा जाए	हस्तांतरण के सभी दस्तावेज जो कि पंजीकृत किये गये हैं, कंपनी द्वारा बनाये रखे जायेंगे, किन्तु हस्तांतरण का कोई दस्तावेज जिसके पंजीकरण को निदेशक इन्कार कर सकते हैं, इसको ममा करने वाले व्यक्ति के मांग पर लौटाया जायेगा. बोर्ड कंपनी के साथ अस्तित्व में सभी हस्तांतरण विलेखों को इस तरह की अविध बे पश्चात मध्ट कर सकता है, जैसा वे निर्धारित कर सकते हैं.
देवांक १	९ फरकरी, २०१३ को आव	जित असाधारम सभा में आर्टिकम ८० में विशेष प्रस्ताव पारित करके बदताव.
		अंशों का स्टॉक में संपरिवर्तन
C9 .	अंशों का स्टॉक में संपरिवर्तन वा पुनः संपरिवर्तन	कंपनी साधारण सभा में सामान्य प्रस्ताव द्वारा कर सकती है:- ए) किसी पूर्ण प्रदेय अंश को स्टॉक में परिवर्तन, एवम
૮₹.	स्टॉक का हस्तांतरण	बी) पुनःपरिवर्तित किसी स्टॉक को किसी नामकरण के पूर्ण प्रदेय अंशों में. स्टॉक का धारक इसको या इसके किसी भाग का हस्तांतरण कर सकता है, समान दशाओं में एवम अंशों के अंतर्गत समान विनयम के अधीन, निसके द्वारा स्टॉक सामने आया, संपरिवर्तन से पहले हो सकता है, हस्तांतरित किया गया है, या इसके निकट, नैसी भी परिस्थितियां आती है, बोर्ड समय-समय पर हस्तांतरणीय स्टॉक की न्यूनतम राशि नियत कर सकता है.
८ ३.	स्टॉक बारक के अधिकार	स्टॉक के धारक को उसके द्वारा धारित स्टॉक की राशि के अनुसार, समान अधिकार, विशेषाधिकार एवम लाभ होंगे, जैसे कंपनी की समाओं में लाभांश, लाभों में सहमागिता, वोटिंग के संबंध में होते हैं, एवम अन्य मामलों में, जैसा यदि वे अंशों को धारित करते हैं, जिसके लिये स्टॉक उत्पन्न हुआ, किन्तु इस तरह के विशेषाधिकारों एवम लाभों (लाभांश, स्टॉक की राशि द्वारा लाभों में सहमागिता को छोड़कर), जो नहीं होता, यदि अंशों में विद्यमान है, इन विशेषाधिकार या लाभ में प्रदत्त कियपा है.
८೪.	विवियम	कंपनी के इस तरह के विनियम (उनके अलावा जो अंश वारंट से संबंधित हो), प्रदत्त अंश के तौर पर लागू होते हैं, स्टॉक पर लागू होंगे एवम इन विनियमों में शहर 'अंश' एवम 'अंशशयक' करा। 'स्टॉन'
		'स्टॉक घारक' सिम्मिलित होगा.

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८५.	उद्यार लेने की शक्ति	अधिनियम की धाराओं ५८ए, २९२ एवम २९३ एवम इम धाराओं के प्रावधानों के अधीन, निदेशकों का बोर्ड समय-समय पर उसके विवेक के, बोर्ड की सभा में प्रस्ताव पारित करके, इसके सदस्यों या जनता के सदस्य से जमार्थे रिवकार कर सकता है या कॉल के अग्रिम में प्रस्ताव पारित करके, इसके सदस्यों या जनता के सदस्य से जमार्थे रिवकार कर सकता है या कॉल के अग्रिम में वा अन्वधा एवम आम तौर घर किसी मुझ राशि व्यक्तियों राशि के मुगतान को उसका वा उधार लेना या सुरक्षित करना, किसी भी स्रोत से कंपनी के उद्देश्य विलये. वशर्ते कि, यशर्प, जम्में पर पहले से ही उधार ली मई राशियों (ब्यापार के सामान्य नियमों में कंपनी वें वर्षा से स्वापार अस्थायी ऋष के अलावा) के साथ रशियां उधार सेनी हो, कंपनी की प्रदत्त पूंजी एवम इसवंत्र अंडार के कुल योग से ज्यादा हो (किसी विशेष उद्देश्य के क्षित्र अंडार अलग से स्थापित नहीं किया ज रहा है), निदेशकों का बोर्ड साधारण सभा में कंपनी के अनुनोदन के बिना इस तरह की राशि उधार मही वें सकेगा. इस धारा द्वारा लगाई नियत की नई सीना से क्यादा में कंपनी द्वारा उठाया गया कोई भी ऋण वैध य प्रभावोत्पादक नहीं होगा, जब ऋणदाता यह साधित नहीं करता है कि उसने ऋण का अद्विम सद्भावनापूर्वक एतम होता है कि सम है जानकारी के किया है कि इस धारा द्वारा लागू की गई सीना पर हो गयी है.
ረ६.	अवार जी वर्ष राशियों का भुगतान वा पुर्वभुगतान	उपरोक्त कथित उथार ली मई राशियों का शुन्ताम या पूर्वभुमताम इस बशा में एवम सर्वथा इम निक्मों एवः शर्तो पर सुरक्षित हो सकता है, जैसा निदेशकों का बोर्ड सही समझ सकता है, एवम बोर्ड की सभा में पारि प्रस्ताव के अनुसरण में विशेष रूप से, कंपनी के डिमेन्बर्स या डिमेन्बर्स स्टॉक को जारी करने के द्वारा, कंपन की सभी सम्पर्तित्वों या उसके किज़ी भाग पर प्रभातित (वर्तमान एवम भविष्य दोगो), कुछ समय के लिए उसकी अनुमोशी पूंजी सिम्मिता, एवम डिमेन्बर्स एवम डिमेन्बर्स स्टॉक एवम अन्य प्रतिभूतियां, कंपनी एवर कंपनी के मध्य इक्तिटी द्वारा अनुदेशित किया ना सकता है, निसको यह नारी किया ना सकता है.
८७ .	क्रियेन्सर्ज जारी करने की शर्जे	कोई डिबेन्चर्स, डिबेन्चर्स स्टॉक या अन्य प्रतिभूतियां घूट, प्रिनीयम या अन्यथा पर नारी की ना सकती है एवन शर्त पर नारी की नाराकती है कि वे किसी बानरकण के अंशों में से परिवर्तनीय होंने एव किन्ही विशेषाधिकारों एवम शर्तों सहित, विमोचन, समर्पन, आहरण, अंशों का आवंटन, साधारण सभा भाग लेना (किन्तु वोटिंग बही), निदेशकों की बियुक्त, एवन अन्यथा, संपरिवर्तन के अधिकार सहि डिबेन्चर्स या अंशों का आवंटन, विशेष प्रसाद के कप में साधारण सभा में सिर्फ कंपनी की सहमति के स
<i>(C</i> .	अनमांनी पूंजी की निरमी	चित कंपनी की कोई अनमांनी पूंजी इसमें सिम्मलित है वा किसी बंधक वा अन्य प्रतिभूति पर प्रभारित है, र निदेशक, अधिनियम एवम इसकी धाराओं के प्रावधानों के अधीन, इस तरह की अनमांनी पूंजी के संबंध सदस्वी को कॉल्स कर सकती है, व्यक्ति के लिए विश्वास हैं, निसके पक्ष हैं, इस तरह का बंधक वा प्रतिभू निष्पादित की है.
८९.	वॉक्स, क्रिवेण्यर्स इरकारि विदेशकों के विद्यंत्रण के अंतर्गत हो	कोई बॉन्क्स, डिबेन्वर्स स्टॉक या उनकी प्रतिश्रुतियां कंपनी द्वारा जारी की जाती है या जारी होना, बोर्ड नियंत्रण के अंतर्गत होनी, वो इस तरह की शर्तो एयन दशाओं पर वारी कर संकता है, एयन ऐसी रीति एयम इस तरह के प्रतिफल के लिए, जैसा कि कंपनी के लाम के लिये विवार करेंगे.
९ 0.	शुक्रको इत्यादि के क्रिये रिमस्टर का रका माना	निदेशकों का बोर्ड विशेष तौर पर कंपनी की सम्पत्ति को प्रभावित करने वाली सभी निरवियों, डिबेन्बर्स एव शुक्कों से संबंधित सभी उषित रनिस्टर, अधिनियन की धारा १५३ के प्रावधानों के अनुसार रनेगा, एवम इ संबंध में धारा १९८, १२५ एवम धारा १२७ से १५५ (दोनों सिनितित) की आवश्यकताओं के कारन एव इस हेतु इमका विधिवत पालन करने के लिये, ताकि वे कंपनी द्वारा इसका अनुपालन करे. कंपनी अधिनिय की धारा १३५ के प्रावधानों का, इसके संबंध में संशोधन का प्रभार एवम पंजीयक के साथ पंजीकरन, व पालन करेंगे.
९9.	डियेम्बर्स बारको का रक्षिस्टर एवन युषकांक	कंपनी, यदि किसी समय अपने डिबेन्चर्स जारी करती है, तो अधिनियम की घारा १५२ के अनुसार डिबेन्च धारकों का रिकस्टर एवम सूचकांक रखेनी. कंपनी को किसी राज्य में या भारत से बाहर किसी देश में, राव या देश के निबेन्चसर्ध धारक निवासियों का शासा रिकस्टर रखने की शक्ति होनी.
92 .	शतिपूर्वित की जा सकती है	अधिमियन एवन इसकी धाराओं के प्रावधानों के अधीन, वदि बिदेशक या उनमें से कोई एक या कोई अव व्यक्ति, कोई दायित्व उठायेना या उसके बारे में उठायेना, चारे मूल धन के तौर पर या कंपनी द्वारा मुख्या बकाया किसी राशि के मुनतान के किये प्रतिभू, तो निदेशक कंपनी की सम्पत्ति के पूर्ण या किसी भाग पर को प्रभावित करने वाली, भतिपूर्ति के माध्यन से, उपरोक्तानुसार इस तरह के दायित्व के संबंध में कि हानि द्वारा उत्तरहायी बनने से, मिदेशक या व्यक्ति को बुरक्ति करने लिये, कोई भिरवी, चार्ज या प्रतिभू निव्यादित कर सकता है या निव्यादित करने का कारण हो सकता है.
	et e e a company de la company	्रापन प्रचन कंपनी के विकास की प्रतियां करायों को नेवा वाना
93 .	कंपनी द्वारा हात्वन एकन कंपनी के विवास की प्रतियां सक्त्यों को नेवा बाना	अधिनियम की धारा ३९ के अंतर्जत विर्यारित शुक्क के शुजतान के अधीन या समय-समय के लिये चलन आये इसके वैद्यानिक संशोधनों के अधीन, सबस्वों द्वारा आवश्यकता के अनुसार, उचित समय अवधि अंदर, कुछ समय के लिये चलन में, कंपनी नेमोरेष्डम एवम आर्टिकल ऑफ असोसिएशन की प्रतियां कंप द्वारा उनको भेजी जायेगी.

		सदस्यों की सभावें
९ ४.	অর্থিক স্রাথ্যবেশ স্থপা	(१) कंपनी प्रत्येक वर्ष, अधिमियम की धारा १६६ एवम २१० के प्रावधानों के अनुसार साधारण सभा, किस अन्य सभा के अतिरिक्त, इसकी वार्षिक साधारण सभा के तौर पर आयोजित करेगी एवम इस तरह के नोटिर भेजकर सभा का स्पष्ट तौर पर उल्लेख करेगी. ऐसे मामले को छोड़कर, नहां पर पंजीयक ने वार्षिक साधारण सभा को आयोजित करते के लिये समय का विस्तार दिया है एवम कंपनी की एक साधारण सभा की दिनांव एवम आगामी साधारण सभा की दिनांक के मध्य १५ महीनों से ज्यादा का अंतराल नहीं होगा. बशर्ते कि या पंजीयक उस दरम्यान समय में विस्तार करेगा, निसके मध्य कोई वार्षिक साधारण सभा आयोजित होने होगी, तो इस तरह की वार्षिक साधारण सभा अतिरिक्त समय में आयोजित की ना सकती है,
		(२) प्रत्येक वार्षिक साधारण सभा व्यावसायिक घंटों के दरम्यान, उस दिन निस दिन कोई सार्वननिव अवकाश नहीं है, किसी भी समय बुलाई ना सकती है, एवम इसका आयोजन या तो कंपनी के पंजीकृ कार्यालय में या शहर, करने वा नांव के किसी अन्य स्थान पर आयोजित करेगा, निसमें उस समय के लिए कंपनी का पंजीकृत कार्यालय स्थित हो,
		(३) कंपनी का प्रत्येक सदस्य या तो व्यक्तिगत ऊप से या प्रतिनिधि के द्वारा उपस्थित होने का हकदार होग एवम कंपनी का लेखा परीक्षक को उपस्थित रहने एवम किसी भी साधारण सभा को सुनने का अधिकार होगा जिसमें वह व्यवसाय के किसी भाग पर उपस्थित रहता है, जो उसके लेखा परीक्षक होने से संबंधित हो.
९५.	वार्षिक साबारण समा से पहले रिपोर्ट, स्टेटमेंट एवम रिकस्टर रखना	कंपनी की प्रत्येक वार्षिक साधारण सभा में टेबल पर रखे जायेंगे यथा - निदेशकों की रिपोर्ट, अंकेशित खाते का स्टेटमेंट, अंकेशण रिपोर्ट (यदि खातों के अंकेशित स्टेटमेंट में पहले से ही निगमित नहीं है), प्रॉक्सीन सहित प्रॉक्सी रिनस्टर, एवम निदेशकों की अंशधारिता का रिनस्टर.
९६ .	असाधारण सामान्य समा	वार्षिक साधारण सभा के अलावा सभी साधारण सभाओं को असाधारण सामान्य सभा कहा नायेगा.
९७.	वार्षिक रिटर्ब	(१) कंपनी वार्षिक रिटर्न के फाईलिंग के संबंध में अधिनियम की धारा १५९ के प्रावधानों एवम इसमें संलब्ध होने वाले वार्षिक रिटर्न एवम प्रमानपत्रों के संबंध में अधिनियम की धारा १६१ के प्रावधानों का पालन करेगा
	रखने का स्थान एवन पंजीकरण एवन रिटर्नस का निरीक्षण	(२) अधिनियम की धारा १५९ एवम १६१ के अंतर्गत तैयार किये गए सदस्यों का रिजस्टर, सदस्यों व सूचकांक, डिबेन्वर्स धारकों का रिजस्टर एवम सूचकांक एवम सभी वार्षिक रिटर्न की प्रतियां, इसके साथ है अधिनियम की धारा १५९ एवम १६१ के अंतर्गत उसके साथ संलज्ज होने वाले आवश्यक प्रमाणपत्रों एवर दस्तावेंनों की प्रतियां, कंपनी के पंजीकृत कार्यालय में रखी जायेगी.
		बशर्ते कि इस तरह के रनिस्टर्स, रिटर्न्स एवम प्रमाणपत्रों एवम दस्तावेजों की प्रतिसिपियां, कोई या उसर ज्यादा, के बजाय कंपनी के पंजीकृत कार्यालय में रखी जा सकती है, शहर,करबे के अन्दर किसी अन्य स्थार पर रखा जाना, निसमें उस समय के सिथे कंपनी का पंजीकृत कार्यालय स्थित है, यदि,
		i) साधारण सभा में कंपनी द्वारा इस तरह के अन्य स्थान के लिये विशेष प्रस्ताव द्वारा इस उद्देश्य के लिय अनुमोदन किया गया है,
		ii) प्रस्तावित विशेष प्रस्ताव की प्रति पंजीयक द्वारा अग्रिम में प्रदान की गयी है.
	निटीशण	(३) (ए) इससे संबंधित इसके उप-कण्ड (२) में संदर्भित रिनस्टर्स, सूचकांक, रिटर्म्स एवम प्रमाणपत्रों एवर अन्य दस्तावेजों की प्रतियां, छोड दी नायेगी, नब सदस्यों का रिनस्टर्स या डिबेन्बर घारक अधिनियम व प्रावधानों के अंतर्गत बन्द कर दिया नाता है, व्यावसायिक घंटों के दरम्यान सुला हो (इस तरह के उचित प्रतिबंधों के अधीन जैसा कि कंपनी लागू कर सकती है, ताकि निरीक्षण के लिये प्रत्येक दिन दो घंटों से कम कं अनुमति दी नाती है) (i) कोई भी सदस्य या डिबेन्बर धारक बिना किसी शुक्क के, एवम (ii) कोई अन्यवित प्रत्येक निरीक्षण के लिये एक कपये के शुक्क के भुगतान पर,
		(बी) इस तरह का कोई अन्य सदस्य, डिबेन्बर धारक या अन्य व्यक्तित कथित दस्तावेज का सार या इसकी आवश्यक प्रति अधिनियम की धारा १६३ के अधीन ले सकता है.
		(४) कंपनी के पास किसी व्यक्ति द्वारा मांगी गई कोई भी प्रति उप-खण्ड (३) के खण्ड (बी) के अन्तर्गत उर व्यक्ति दस दिनों की अवधि के अन्दर भेजनी होगी, गैर-कार्य दिवसों को छोडकर, कंपनी द्वारा जिस मांग प्राप्त की जाती है, उस दिन से अमले दिन से शुरू.
९८.	सदस्यों के प्रस्ताव का परिसंबरण	(१) अधिनियम की धारा ११८ के प्रावधानों के अधीन, सदस्यों की इस तरह की संख्या के लिखित में प्रार्थन करने पर, जैसा कि इसके बाद निर्दिष्ट किया गया है एवम (जब तक वार्षिक साधारण सभा अन्यथा रिसोल्स नहीं होती है) अधिग्रहण करने वाले के खर्चे पर.

		ए) कंपनी के सदस्यों को किसी प्रस्ताव के बोटिस को प्राप्त करने का हक देना जो कि ठीक से ले जाया जा सकता है एवम उस सभा में ले जाया जाने का इरादा, एवम
		बी) किसी साधारण सभा के बोटिस के हकदार संबद्धों को भेजबा, कोई भी स्टेटमेंट एक हजार शब्दों से अधिक बही, किसी भी प्रस्ताबित प्रस्ताव के संबंधित मेटर के संबंध में वा इस सभा में होने वाली कार्यवाही के संबंध में.
		(२) खन्ड (१) कें अंतर्गत अधिब्रहण के लिये आवश्यक सदस्यों की संख्या होगी:-
		(ए) इस तरह का प्रतिबिधित करने बाले सबस्य वा सबस्य(बाँ), सभी सबस्यों की कुल वोटिंन शिक्त वे 9/२० से कम नहीं होगा, अधिब्रहण की दिनांक को, प्रस्ताव या व्यवसाय पर वोट देने का अधिकार, निसरे अधिब्रहण संबंधित है, या
2		(बी) उपरोक्त अनुसार अधिकार होने के लिए एक सी सदस्यों से कम नहीं एवम कंपनी में अंशों का धारण करने वाले सदस्य, जिस पर समझ राशि का प्रदत्त एक लाख ऊपये से कम नहीं किया गया है.
		(३) इस तरह के किसी प्रस्ताव का बोटिस दिया जायेगा एवन इस तरह का कोई स्टेटनेंट कंपबी के उन सदस्यों को भेजा जायेगा, जो सभा का बोटिस इबको भेजे जाने के हकदार है, निटींग के बोटिस की तानील वं तिये अधिनिवन द्वारा अनुमत किसी दशा में प्रत्येक सदस्य पर प्रस्ताव वा स्टेटमें की प्रति की तानील द्वार एवन इस तरह के किसी प्रस्ताव का बोटिस कंपबी के किसी अन्य सदस्य को दिया जायेगा, कंपबी की सभ का बोटिस उसको देने के लिये अधिनियम द्वारा अनुमत किसी दशा में प्रस्ताव के सामान्य प्रभाव का बोटिस देवे के द्वारा. प्रस्ताव की प्रति तानील की जायेगी या प्रस्ताव के प्रमाव का बोटिस दिया जायेगा, जैसा में मानला हो सकता है, समान दशा में, प्रयुव यथार्सभव नुमक्तिम, उसी समय सभा के बोटिस के तौर पर, एवं वात्रां पर इसकी तानील करना वा उस समय पर देवा मुनक्तिम होते हो, इसके पश्चात जल्द से जल्द या तानील करना होगा या देवा होगा जितना जल्दी मुनक्तिम हो सके.
		(४) कंपनी इस धारा के अंतर्गत किसी प्रस्ताव के नोटिस या किसी स्टेटनैंट को संचारित करने के लिये क तक बाध्य नहीं होजी:-
		(ए) अधिग्रहणकर्ता द्वारा हस्ताक्षरित अधिग्रहण की प्रति (या दो या अधिक प्रतियां नो जिसमें मध्य में सक् अधिग्रहण कर्ताओं के हस्ताक्षर समाविष्ट हो) कंपनी के पंजीकृत कार्यालय में जमा की जाती है.
		(i) अधिग्रहण के संबंध में प्रस्ताव का माटिस आवश्यक होने की दशा में, सभा से छः सप्ताह से पहले मही एवम
		(ii) किसी अन्य अधिब्रहन की दशा में, सभा से दो महीने से पहले नहीं, एवम
		(बी) वहां अधिग्रहण के साथ प्रभाव देने में कंपनी के खर्चों को पूरा करने के लिये वथोषित प्याप्त जमा है र प्रस्तुत है, बशर्त कि यदि अधिग्रहण की प्रति के बाद प्रस्ताव के मोटिस की आवश्यकता होती है, कंपनी प् पंजीकृत कार्यालय में जमा किया मचा है, एवम इस तरह की प्रति जमा की जाने के बाद, छः सप्ताह या उस कम में वार्षिक साधारण सभा बुलाई जाती है, यंबपि इस सब्द द्वारा आवश्यक समय के अन्दर जमा गही व जाती है, तो इसके उद्देश्यों के लिये यंबोषित जमा की गयी है, ऐसा समझा जावेगा.
		(५) इस धारा के अंतर्गत भी कंपनी किसी स्टेटमेंट को प्रसारित करने के लिये बाध्य नहीं होनी, यदि, यां आवेदन पर या तो कंपनी का वा किसी अन्य व्यक्ति का, जो पीडित होने का सवा करता है, न्याकालय संपुर होता है, कि इस धारा द्वारा प्रदत्त अधिकार, सुरक्षित किया जा रहा है, या तो नामहानिकारक महनले के लि अनावश्यक प्रचार.
		(६) इस धाराओं में कुछ भी बिहित होने के बावजूद भी, व्यवसाय, जो कि वार्षिक साधारण सभा के सा निपटा जा सकता है, प्रस्ताव सम्मिलित होगा, निसका इस धारा के अनुसार एवम इस सन्द के उप्रेक्त लिये दिया गया है, नोटिस इस तरह दिया जाना समझा जायेगा, इसमें एक या अधिक सदस्यों हा आकरिमक पूक दिये जाने के बावजूद भी.
९९ .	बोई द्वारा एकन अविवादन द्वारा असाधारन सामान्य समा	बिदेशक असाधारम सामान्य सभा को बुला सकते हैं जब वह वह उचित समझे एवम वे सदस्यों की मांग पर तीर पर इसके बाद प्रदान करेंने, कंपनी की असाधारम सामान्य सभा को बुलाने की कार्यवाही करेंने.
900.	প্ৰবিদ্যালন কী	अधियाचन के मामले में निम्नलिखित प्रावधान प्रभावित होंगे:
	जानही एवन आस्थवक अधिपायन करने वाले स्वस्तों की	(१) अधियाचन प्रतिफल के मामलों में स्थापित किया जायेगा जिसके लिये सभा बुसायी जानी है, अधियाच

	संख्या एवन सभा का संचालन	कर्ता के हस्ताक्षर होंगे एवम कंपनी के पंजीकृत कार्यालय में जमा किया जायेगा.
		(२) अधियाद्यन में प्रपत्र जैसे अनेक दस्तावेन सम्मिलित हो सकते हैं, प्रत्येक एक या अधिक अधियाद्यन व के द्वारा हस्ताक्षरित.
		(३) किसी भी मामले के संबंध में सभा के अधियाचन के हकदार सदस्यों की संख्या अधियाचन के नमा क की तिथि को धारण इस तरह की संख्या में होगी, कंपनी की इस तरह प्रदत्त पूंजी के १/१० से कम न मामले के संबंध में वोटिंग के अधिकार को ले जाने की दिनांक पर
		(४) जहां पर दो या अधिक पृथम मामले अधियाचन में विनिर्दिष्ट किये नाते हैं, इस तरह के मामले के सं में उप-खण्ड की (३) की धारायें पृथक रूप से लाजू होंगी, एवम तदनूसार, अधियाचन, सिर्फ इन मामलो संबंध में लाजू होगा इस संबंध में जिसमें इस खण्ड में विनिर्दिष्ट शर्ते पूर्ण करते हैं.
		(५) यदि बोर्ड किसी मामले के संबंध में वैध अधियाचन को जमा करने की तिथी से २१ दिनों के अ विधिवत सभा बुलाने के लिये कॉल नहीं करता है, उन मामलों में विचार-विमर्श करने के लिये, अधियाचन जमा करने की दिनांक से ५५ दिनों के बाद नहीं, सभा बुलाई ला सकती है -
		(ए) स्वयं अधियाचन के द्वारा, या
		(बी) इस तरह के अधियाचनकर्ता द्वारा प्रतिनिधित्व के तौर पर या तो उन सभी द्वारा धारित प्रदत्त अंश प् के मूल्य में बहुमत या कंपनी प्रदत्त अंश पूंजी के १/१० से कम नहीं, उप-खण्ड (३) में संदर्भित तौर प इनमें से जो भी कम हो.
		बशर्ते कि इस उप-धारा के उद्देश्य के लिये, बोर्ड, सभा के मामले में, जिस पर प्रस्ताव विशेष प्रस्ताव के पर प्रस्ताव के पर प्रस्ताव के एर प्रस्तावित होना है, विधिवत नहीं बुलाई सभा समझा जायेगा, यदि वे इसको इस तरह का नोटिस नहीं है,नैसा कि अधिनियम की धारा १८९ की उप-धारा (२) द्वारा आवश्यक होता है.
		(६) अधियाचन कर्ता या उनमें किसी के द्वारा खण्ड (५) के अंतर्गत सभा का बुलाना
		(ए) समान मामले में बुलाई जायेगी, करीब-करीब संभव, जिसमें कि बोर्ड द्वारा सभा बुलाई जानी है, कि
		(बी) अधियाचन की जमा की दिनांक से तीन महीनों की समाप्ति के बाद आयोजित नहीं होगी. बशर्ते उपरोक्तानुसार तीन महीने की अवधि की समाप्ति से पहले विधिवित बुलाई सभा को रोकने के हि उप-खण्ड (बी) में कुछ भी नहीं समझा नायेगा, उस अवधि के समाप्त होने के कुछ दिनों के बाद स्थगित क द्वारा.
		(७) जहां पर दो या अधिक व्यक्ति कंपनी में संयुक्त रूप से किन्हीं अंशों को धारण करते हैं, अधियाचन, सभा को बुलाने के लिये नोटिस, एक वा उनमें से सिर्फ कुछ द्वारा हस्ताक्षरित, समान रूप से इस धारा उद्देश्यों के लिये शक्ति एवम प्रभाव में होगा, जैसे उन सभी द्वारा हस्ताक्षर किया गया था.
		(८) विधिवत सभा को बुलाने में बोर्ड के असफल होने के कारण अधियादनकर्ता द्वारा व्यय किये गये व वानिब खर्चे, कंपनी द्वारा अधियादनकर्ता को पुर्नभुगतान किये नायेंगे, एवम इस तरह की पुर्नभुगतान ह वाली राशियां कंपनी द्वारा बनाये रखी नायेगी, उस तरह की राशियों के बाहर, नो कंपनी द्वारा बकाया है बकाया होने वाली है, फीस के माध्यम से या इस तरह के निदेशकों की सेवाओं के लिये अन्य प्रतिफल, उ डिफॉल्ट में था.
909.	समा की सूचना की लंगाई	(9) कंपनी की साधारण सभा कम से कम २९ दिनों का लिखित में नोटिस देकर बुलाई जा सकती है.
		(२) साधारण सभा कम समय का नोटिस देकर बुलाई जा सकती है, जैसा कि इसके खण्ड (१) में विनिर्दि है, यदि वहां सहमति दी है:-
		(i) वार्षिक साधारण सभा के मामले में, इसकी वजह से सभी सदस्य वोट के हकदार, एवम
		(ii) किसी अन्य सभा के मामले में, कंपनी के सदस्यों द्वारा धारण, कंपनी की प्रदत्त अंश पूंजी के इस त के भाग के ९५ प्रतिशत से कम नहीं, सभा में वोट का अधिकार देने के तौर पर, बशर्ते कि नहां पर कंपनी कोई सदस्य सभा में लाये जाने वाले सिर्फ कुछ प्रस्ताव या प्रस्तावों पर वोट देने का हकदार होता है एवम अव पर नहीं, वे सदस्य इस खण्ड के उद्देश्यों के लिये खाते में लेंगे, पूर्व प्रस्तावों के संबंध में एवम बाद के संबंध नहीं.
.50	बोटिस की तानील की	(१) कंपनी की सभा का प्रत्येक नोटिस सभा के स्थान एवम दिन एवम समय को विनिर्दिष्ट करेगा एवम इर

,	सामग्री एवन तरीके	काम में ली जाने वाली व्यवसाय के कथन की सामग्री समितित होगी.
		(२) अधिनियम के प्रावधानों के अधीन, प्रत्येक साधारण सभा का नोटिस दिया नायेगा:-
*		(ए) अधिनियम की धारा पृष्ट की उप-धारा (१) से (४) द्वारा अधिकृत होने की दशा में कंपनी के प्रत्येक सदस्य को,
		(बी) सदस्य की मृत्यु या दिवानियापन के परिचानस्यकप अंश के हकदार व्यक्तियों को, पूर्व प्रदत्त पत्र में
		डाक के द्वारा भेजना, उनके मान, वा मुक्क के प्रतिनिधियों वा दिवालिया के असाईनी के टाईटल को संबोधिक करते हुए, वा दिवरण क्कारा, पते वर, बंदि कोड़ हो, भारत में, इस तरह के हकदार होने का दावा
		करने वाले व्यक्तियों द्वारा उद्देश्यों के लिये आपूर्ति, या जब किसी भी दशा में नोटिस देने के द्वारा इस तरह के पते की आपूर्ति की नयी है, जिसमें यह हो सकता है, यदि मृत्यु या दिवालियापन घरिक नहीं हुआ था, एवम
		(सी) कंपनी के उस समय के लिए अंकेशक वा अंकेशकों को, कंपनी के किसी सदस्य के मामले में
		अधिनियम की थारा ५३ द्वारा अधिकृत किसी दश में. बशर्त कि जहां पर सभा का नोटिस अधिनियम की थारा ५३ की उप-थारा (३) के अंतर्गत कंपनी के पंजीकृत कार्यालय के आसपास में इसको विद्वापन द्वारा समावार पत्रों द्वारा दिया जाता है, अधिनियम की थारा १७३ में संदर्भित तथ्यों का कथन नोटिस के सभ्य जोडने की आवश्यकता नहीं, थारा द्वारा आवश्यक के तौर पर, किन्तु यह विद्वापन में निर्दिष्ट किया जायेगा कि कंपनी के
	·	सदस्यों को स्टेटमेंट भेज दिया गया है.
		(३) कंपनी की सभा के लिये आचोजित किया जाने वाला प्रत्येक मोटिस यह करेगा कि सदस्य को सभा में भाग लेने एवम बोट देने का हक है, उसके स्वयें की जगह वोट देने एवम भाग लेने के लिये प्रतिनिधि को नियुक्त करने का हकदार है, एवम प्रतिनिधि का कंपनी का सदस्य होना आवश्यक नहीं है.
903.	विशेष एषम साधारम कार्ष एषम स्वास्त्रातमक बचाव	(9) (ए) वार्षिक साधारण समा के मामले में, समा में कार्याम्बित होने समी कार्य विशेष समझे जार्येने, संबंधित व्यवसाय के अपवाद सहित:-
		(i) खातें, बेलेम्स शीट एवम बिदेशकों के बोर्ड एवम अंकेशकों की रिपोर्ट,
		(ii) लामांशों की घोषणा,
		(iii) सेवानिवृत होने वालों के स्थान पर निदेशकों की नियुक्तित, एवन
		(iv) अंकेशकों की नियुक्ति एवम उनका प्रतिफल नियत करना,.
		(बी) किसी अन्य सभा के मामले में , सभी व्यवसाय विशेष समझे जार्वेगे.
		(२) जहां पर व्यवसाय की कोई मद कंपनी की सभा में कार्याम्वित होनी है, उपरोक्तानुसार विशेष के तौर समझी जायेगी, वे सभा के नोटिस के साथ जोडी जायेगी, व्यवसाय की इस तरह की प्रत्येक मद के संबंध में सभी तथ्यों के साथ, किसमें सिम्मिलत प्रत्येक निदेशक का इसमें संबंध या हित की प्रकृति के विषय में, यदि कोई हो. बशर्ते कि वहां पर कंपनी की सभा में विशेष व्यवसाय की कोई मद किसी अन्य कंपनी से संबंधित है या उसको प्रभावित करती है, प्रत्येक निदेशक के इस अन्य कंपनी में अंशधारिता हित का परिमाण, बयान में स्थापित किया जायेगा, यदि इस तरह की अंशधारिता हित का परिमाण इस अन्य कंपनी की प्रदत्त अंश पूंजी के २० प्रतिशत से कम नहीं होता है.
		(३) जहां पर कार्य की कोई मद सभा द्वारा किसी दस्तावेग के अनुमोदन के अनुसार अनुसूत हो, जहां पर दस्तावेज का निरीक्षण किया जा सकता है, उपरोक्त अनुसार बनाव में विनिर्देष्ट किया गायेगा.
908.	पारित किये नये प्रस्ताय को स्वय गड़ी करने का नोडिस देवे में पूक	उपरोक्त अनुसार इस तरह के किसी बोर्टिस को देने में आकस्मिक चूक या किसी सदस्य वा अन्य व्यक्ति, जिसको यह दिया जाना चाहिये, को इसके नहीं मिलने पर, इस तरह की किसी भी सभा की कार्यवाही को रद्द नहीं किया जायेगा.
90५.	दिये जाने वाले कार्च का मोठिस	कोई भी साधारण सभा, वार्षिक सभा या असाधारण सभा किसी कार्य पर विचार-विमर्श करने या कार्यान्वित करने में प्रवेश करने में सक्षम नहीं होजी, जो आयोजित की गई सभा के नोटिस या नोटिसों में दर्शाया नहीं गया है.
90 ξ .	कोरन	पांच सदस्य वोट के हकदार एवम व्यक्तिगत ऊप से उपस्थित, साधारण सभा के लिये कोरम होगा, एवम साधारण सभा में कोई भी कार्य कार्यीन्तित नहीं किया नायेमा जब तक सभा के प्रारंभ में कोरम की आवश्यक उपस्थिति नहीं होती है. एक निममित मिकाब के एक सदस्य होने के माते, व्यक्तिगत ऊप से उपस्थित समझा

		जायेगा, चदि, यह प्रतिनिधित्व अधिनियम की धारा १८७ के अनुसार किया जाता है.
90 9.	कोरम की उपस्थिति	कंपनी की सभा के धारण करने के लिये नियत किये गये समय के आये घंटे के अंदर यदि कोरम उपस्थित नहीं होता है, यदि सभा सदस्यों द्वारा या उनकी प्रार्थना पर बुलायी जाती है, भंग की जायेगी, एवम किसी अन्य मामले में, सभा अगले सप्ताह के उसी दिन के लिये स्थिगत की जायेगी या अगले अनुवर्ती दिन यदि कोई सार्वजिनक छुट्टी आती है, जो उसी समय एवम स्थान पर कोई सार्वजिनक छुट्टी नहीं है, या किसी अन्य दिन, इस तरह का समय एवम स्थान बोई द्वारा निर्धारित किया जा सकता है. यदि स्थिगत सभा का कोरम भी सभा में उपस्थित सदस्यों की उपस्थित वारण करने के लिये किये गये नियुक्त समय आये घण्टे के अन्दर उपस्थित नहीं होता है, तो उपस्थित सदस्य का कोरम होगा, एवम उस कार्य का कार्यान्वयन किया जा सकता है जिसके लिये सभा को बुलावा गया था.
90८.	स्थमित समा में पारित प्रस्ताव	जहां पर कंपनी की स्थमित सभा में प्रस्ताव पारित किया जाता है, प्रस्ताव, सभी उद्देश्यों के लिये उस दिनांक को पारित होने जैसा समझा जायेगा, जिस दिनांक को वह वास्तव में पारित किया गया था एवम किसी पूर्व तिथि पर पारित किया गया है, यह नहीं समझा जायेगा.
909.	साधारम समा का अध्यक्ष	निदेशकों के बोर्ड का अध्यक्ष, प्रत्येक साधारण सभा में अध्यक्षता करने का हकदार होगा, या यदि वहां पर इस तरह का कोई अध्यक्ष नहीं है, या यदि वह ऐसी किसी सभा में इस तरह की सभा को धारण करने के लिये नियत किये गये समय १५ मिनट के अन्दर उपस्थित नहीं होगा, या अध्यक्षता करने से इन्कार करता है, उपस्थित निदेशक उनमें से एक को अध्यक्ष चुन लेंगे, यदि कोई भी निदेशक उपस्थित ना हो, या यदि उपस्थित निदेशक अध्यक्षता करने से इन्कार करता है, तब उपस्थित सदस्य उनके सदस्यों में से किस एक अध्यक्ष होने के लिये चुनेंगे. यदि अध्यक्ष के चुनाव के लिये मतदान की मांग की जाती है, तो यह तत्काल अधिनयम के
		प्रावयानों के अनुसार किया जायेंगा, एवम हाथों को दिखाकर चुना गया अध्यक्ष कथित प्रावयानों के अंतर्गत अध्यक्ष की सारी शक्तियों पर कार्य करेगा. यदि चुनाव के परिषाम के अनुसार कोई अन्य व्यक्ति चुना नाता है, तो आगे की सभा के लिये वह अध्यक्ष होगा.
910.	अध्यक्ष के चुनाव तक सीमित कार्य जनकि कुर्सी काली हो	अध्यक्ष के चुनाव को छोडकर किसी साधारण सभा में किसी भी कार्य पर विचार-विमर्श नहीं किया जायेगा, जबकि कुर्सी खाली होती है.
999.	अध्यक्ष समा स्थमित कर सकता है	(१) अध्यक्ष सभा को समय-समयच पर एवम स्थान-स्थान पर स्थगित कर सकता है, किसी सभा की सहमति के साथ, निसमें कोरम उपस्थित होता है, एवम यदि ऐसा करने के लिये सभा द्वारा निर्देशित किया जाता है.
		(२) किसी भी स्थणित सभा में कोई भी कार्य कार्याम्वित नहीं किया जायेगा, उस कार्य को छोडकर, जो सभा में अधूरा छोड दिया गया था, निसके लिये स्थणन हुआ था.
		(३) जब ३० दिनों या उससे अधिक के लिये सभा स्थगित की नाती है, स्थगित सभा का नोटिस मूल सभा के मामले में दिया नायेगा.
		(४) जैसा ऊपर कहा गया है उसके सिवाय, स्थगन या कार्य का कार्यान्वय किसी अन्य सभा में करने का कोई मोटिस दिया जाना आवश्यक नहीं होगा.
1 92.	प्रथम अवस्था में हाथों को विज्ञाकर बोटिंग होगा	किसी भी साधारण सभा में, सभा के वोट का प्रस्ताव नहीं रखा जायेगा जब तक कि धारा १९७ के अंतर्गत हाथों को दिखाकर निर्णय लेने के लिये मतदान की मांग नहीं की जाती है.
993.	हाथों को दिखाकर किये जये वोडीन के परिचान की अध्यक्ष द्वारा घोषचा	धारा १९५ के अनुसरण में अध्यक्ष द्वारा घोषण, हाथों को दिखाकर, प्रस्ताव लाया या नहीं लाया गया है, य तो सर्वसम्मति से या एक विशेष बहुमत से, एवम कंपनी की कार्यवाहियों की कार्य विवरण पुस्तक में इर प्रभाव की प्रविष्टी, तथ्य का निर्मायक सबूत होगा, इस तरह के प्रस्ताव के पक्ष में या विपक्ष में वोटो के अनुपात की संख्या के सबूत के बिना.
998.	मतदान की मांग	(9) पहले, या हाथों को दिखाकर किसी प्रस्ताव पर वोटिंग के परिणाम की घोषणा पर मतदान, सभा के अध्यक्ष द्वारा लिया नाने वाला आदेश उसकी स्वग्नेरणा से हो सकता है एवम नीचे निर्दिष्ट किये गये व्यक्तित य व्यक्तियों द्वारा इस निमित्त में की गई मांग पर उसके द्वारा लिया गया आदेश होगा, यह किसी भी व्यक्तिगत रूप से या प्रतिनिधि द्वारा उपस्थित सदस्य या सदस्यों एवम कंपनी में अंशों को धारण करने वाले द्वारा कहन है.
		i) जो प्रस्ताव पर वोट करने की शक्ति प्रदान करने के लिये, प्रस्ताव के संबंध में कुल वोटिंग शक्ति के 9/90 से कम नहीं होना, या

		(२) मतदान के सिखे मांग व्यक्ति वा व्यक्तियों झरा, जिन्होंने इसकी मांग की, किसी भी समय वापस ली जा सकती है.
994.	मतदाम में समने वांसा समय	स्थान के प्रश्न पर मांगा नया महादान तरकाल लिया नायेगा. किसी अन्य प्रश्न पर मांगा गया महादान (अध्यक्ष के महदान से संबंधित नहीं होगा, जो कि धारा १०९ में प्रदान किया नाता है) इस तरह के समय पर लिया मायेगा, उस समय से ४८ घंटों के बाद नहीं होगा, जब इस रीति एवम स्थान मांग की गई थी, जैसा कि सभा का अध्यक्ष निर्देशित कर सकता है.
99६.	महादाम का महादात परीक्षक	नहां पर मतदान लिया नाना है, सभा का अध्वक्ष, मतदान में दिये बये दोट की जांच करने एवम उस पर उसे प्रतिदेदन देने के लिये दो मतपत्र परीक्षकों की नियुक्ति करेगा. इस तरह से नियुक्त किया जया एक मतपत्र परीक्षक, हमेशा एक सदस्य होगा (कंपनी का अधिकारी या कर्मचारी नहीं होगा) सभा में उपस्थित, इस तरह के उपलब्ध एवम नियुक्त किये नाने के लिये तैयार सदस्य प्रदान करेगा. अध्यक्ष को यह शक्ति होगी कि यह मतदान का परिमाम घोषित होने से पहले किसी भी समय मतपत्र परीक्षक को कार्यालस से हटा दे एवम मतपत्र परीक्षक के कार्यालय की इस तरह से हठाने वा किसी अभ्य कारण से उत्पन्न हुई रिक्तिनों को भरे.
996.	मतराम की मांग अन्य कर्षों के सेक्षेत्र को रोक्सा गरी	मतदान के लिये मांग, अध्यक्ष के चुनाव के प्रश्न एवन स्थान को छोड़कर, किसी कार्य के लेनदेन के लिये सभा की निरंतरता को नहीं रोकेना, उस प्रश्न के अलावा जिस पर मतदान की मांग की गयी है.
99८.	विशेष गोठिस	नहां पर अधिनियम में कोई विशेष प्रावधान निहित हो या किसी प्रस्ताव के लिये इन धाराओं विशेष मोटिस की आवश्यकता होती है, प्रस्ताव को हटाबे के इरावे का मोटिस कंपनी को समा से कम से कम १६ दिनों पहले दिया जायेगा निस अनव्य दिन यह लाया जाना है, उसमें मोटिस की तानील की गयी है वा सभा के दिन तानील होना समझा गया है. इस तरह के किसी प्रस्ताव को इसके द्वारा प्राप्त किया गया है, उसको लाने के इरावे के मोटिस के तुरस बाद, कंपनी इसके सदस्यों को इसी तरीके से प्रस्ताव का मोटिस देनी, जैसे वह सभा का मोटिस देती है, या यदि वह लाजू नहीं होता है, या पर्याप्त प्रसार संख्या वाले समाधार पत्र में विज्ञापन द्वारा वा इस प्रस्तुत द्वारा अनुमत किसी अन्य माध्यम से उनको सभा से ७ दिनों से पहले इसका मेरिस देगा.
998.	प्रस्ताव द्वारा विशेष बोठिय की	बिम्बलिखित प्रस्तवों में विशेष मोटिस की आवश्यकता होगी:-
	श्चावस्थाकता	(9) अधिनियम की धारा २२५ के अंतर्गत वार्षिक साधारण सभा में प्रस्ताव में सेवानिवृत अंकेशक के अलावा या यह प्रदान करने के अलावा कि सेवानिवृत अंकेशक की पुर्नमियुवित्त नहीं होगी, व्यक्ति की अंकेशक के तौर पर नियुवित्त,
		(२) अधिनियम की वारा २८४ के अंतर्गत निदेशक को उसके कार्यालय की अवधि समाप्त होने से पहले हटाने के लिये प्रस्ताव, एवम
a " Moraș		(३) अधिनिधम की धारा २८४ के अंतर्जत इस तरह से हटाये गये निदेशक के स्थान पर निदेशक की नियुक्ति का प्रस्ताव.
920.	पंजीवक के वहां करतावेजों का पंजीकरन	निम्नतिखित प्रस्तावों की प्रत्येक की प्रति (साथ ही सभा के नोटिस के लिये अधिनियम की धारा १७३ के अंतर्गत बोडी गई तथ्यों के बयान की प्रति जिसमें इस तरह का प्रस्तान पारित किया गया है) या इसके पारित होने या इसके छपने या टाईपिंग होने एयम कंपनी के अधिकारी के हस्ताक्षर के अंतर्गत विधिवित प्रमापित होने के बाद ३० दिनों के अन्दर अनुबंध होगा एयम पंजीयक के यहां पर फाईल होगा:-
si.		(ए) प्रत्येक विशेष प्रस्ताव,
		(बी) प्रत्येक प्रस्ताव निस पर कंपनी के सभी सदस्में द्वारा सहमति दी गयी है, किन्तु जो, यदि इस तरह से सहमति नहीं है, उद्देश्य के लिये जब तक प्रभावकारी नहीं होना, यदि यह विशेष प्रस्ताव के तौर पारित नहीं किया गया है.
• 3		(श्री) बिदेशकों के बोई का प्रत्येक प्रस्ताव वा बिचुक्तित के संबंध में कंपनी द्वारा निष्पादित किया गया अनुबंध पुर्नमिचुक्ति या नदीनीकरण या निचुक्ति या प्रवन्ध निरेशक की निचुक्ति की शर्तों में परिवर्तन.
		(डी) प्रत्येक प्रस्ताव वा अनुवंध जिसमें अंशधारकों की किसी बेजी के तभी सदस्यों द्वारा सहमति दी गवी हैं किसतु जो इस तरह से सहमत बड़ी होता है, उद्देश्य के लिये जब तक प्रभावशील गही होगा, यदि या अधिनियम या इम धाराओं के द्वारा आवश्यक कुछ विशेष बहुमत द्वास पारित गही किया गया है एवम प्रत्येव प्रस्ताव या अनुवंध जो प्रभावशाली रूप से सभी सदस्यों या किसी के अंशधारकों को बाध्य करता है, हालांवि उममें से सभी के द्वारा करने के लिये सहमति बही,
		(ई) कंपनी द्वारा पारित किया नया प्रत्येक प्रस्तायः

		(i) अधिनियम की धारा २९३ की उप-धारा (9) के खण्ड (ए), (डी) एवम (ई) के अंतर्गत किसी भी शक्ति के अंतर्गत निदेशकों के बोर्ड द्वारा सहमति के अनुसार कार्य करने के लिये,
		(ii) अधिनियम की धाराओं २९४, २९४ए के अंतर्गत एकमात्र विक्रय अभिकर्ताओं की नियुक्ति का अनुमोदन,
		(एक) कंपनी के स्वैध्यक का प्रस्ताव,
		(जी) धारा २९४ के अंतर्गत नियुक्त एकमात्र विक्रय अभिकर्ता की नियुक्ति की शर्तो एवम दशाओं की प्रतियां या धारा २९४एए के अंतर्गत नियुक्त एकमात्र विक्रय अभिकर्ता या कोई व्यक्ति.
		उस समय के लिये इस तरह के प्रत्येक प्रस्ताव या अनुबंध की प्रति सम्निहित होगी या नोही नायेगी, प्रस्ताव के पारित होने या अनुबंध बनने के बाद जारी इन धाराओं की प्रत्येक प्रति.
9058	साधारण सभा बोई के निर्णयों को बदल नहीं सकती	समय अवधि के लिये कंपनी के किन्हीं आर्टिकल्स या उपविधियों या विनियमों के प्रावधानों के द्वारा प्रदत्त शक्ति एवम अधिकारों के अंतर्गत बोर्ड द्वारा पारित किये गये किसी प्रस्ताव में कंपनी की साधारण सभा कुछ भी जोड नहीं सकेगी, बदल नहीं सकेगी, भिन्न नहीं कर सकेगी या रद्द नहीं कर सकेगी.
		सहस्यों को वोट
929.	अविज्ञ में भुनतान करने वाले सदस्य इसके संबंध में वोट देने के हकदार नहीं	सदस्य उसके द्वारा धारण किये गये किसी अंश पर भुगतान नहीं की हुई किसी सम्पूर्ण राशि या किसी भाग का भुगतान करने पर, यहापि इस राशि का कोई भी भाग कॉल नहीं किया गया है, उसके द्वारा अदा की गई इस तरह की राशि के संबंध में उसको वोट देने का अधिकार नहीं होगा, जब तक इस तरह का भुगतान वर्तमान के लिए देय बन नायेगा.
922.	उन सदस्यों के बोटिंग अधिकारों को कान में तेने पर प्रतिबंध, विन्होंने कॉल्स का मुनतान नहीं किया है.	वे सदस्य किन्हीं वोटिंग अधिकारों को काम में नहीं लेंगे, जिन्होंने उनके नाम से संबंधित किसी पंजीकृत अंश के संबंध में किसी कॉल्स या उन पर वर्तमान में देय किसी अन्य राशि का भुगतान नहीं किया गया है या उसके संबंध में कंपनी ने धारपाधिकार का अधिकार काम में लिया है.
923.	वोट की संख्या निसके निषे सदस्य हकदार	धारा १२१ एवम १२२ के प्रावधानों के अधीन, किसी इक्विटी अंश पूंजी को धारण करने वाला एवम अन्यथा, कंपनी का प्रत्येक सदस्य वोट देने का हकदार होगा, हाथों को दिखाकर, जब व्यक्तिगत (या विधिवत अधिकृत एक प्रतिनिधि द्वारा वर्तमान में निगमित निकाय होकर) ऊप से उपस्थित है, एक वोट है, एवम मतदान पर, जब व्यक्तिगत (विधिवत अधिकृत प्रतिनिधि द्वारा एक निगमित निकाय सिम्मिनत) ऊप से उपस्थित है या मुख्तारानामा या प्रतिनिधि द्वारा के अंतर्गत विधिवत अधिकृत अभिकर्ता द्वारा, उसका वोटिंग अधिकार कंपनी की प्रदत्त इक्विटी अंश पूंजी के उसके हिस्से के भाग में होगा. बशर्त यहाप, कंपनी की किसी सभा में कोई वरीयता अंशायारक उपस्थित हो, धारा ८७ की उप-धारा (२) के खण्ड (बी) में प्रदान किये गये तौर पर, उसको सभा से पहले सिर्फ उस प्रस्ताव पर वोट देने का अधिकार होगा जो उसके वरीयता अंशों से जुडे अधिकारों को प्रत्यक्ष ऊप से प्रभावित करता हो. इस आधार पर सदस्य को उसके वोटिंग अधिकारों को काम में लेने से प्रतिबंधित नहीं किया जाता है कि उसने उसके द्वारा उसके अंशों या ब्याज को कंपनी में आयोजित नहीं किया है, किसी निर्वेष्ट दिनांक को पूर्ववर्ती अवधि के लिए, जिस दिन वोट लिया जाता है.
928.	अस्तस्थ मसिन्क के सक्स्य का बोठ	अस्वस्थ मस्तिष्क का सदस्य या निसका आदेश पागलपन में क्षेत्राधिकार वाले किसी न्यायालय के द्वारा दिया गया है, वोट दे सकता है, चाहे हाथ दिखाकर या मतदान पर, उसकी समिति या अन्य कानूनी अभिभावक द्वारा एवम इस तरह की कोई समिति या अभिभावक मतदान पर प्रतिनिधि द्वारा वोट दे सकते है.
924.	संयुक्त सदस्यों का बोट	यदि वहां पर किन्हीं अंशों के संयुक्त पंजीकृत धारक हो, इस तरह के व्यक्तियों में से कोई एक किसी भी सभा में वोट दे सकता है या तो व्यक्तिगत रूप से या मुख्तारनामा के अंतर्गत विधिवत अधिकृत अभिकर्ता द्वारा या इस तरह के अंशों के संबंध में प्रतिनिधि द्वारा, यदि वह उसमें एकमात्र हकदार था के तौर पर, किन्तु इस तरह
		से नियुक्त किया गया प्रतिनिधि को सभा में बोलने का कोई अधिकार नहीं होगा, एवम, यदि इस तरह के एक से अधिक संयुक्त धारक किसी सभा में उपस्थित होते हैं,या तो व्यक्ति रूप से या अभिकर्ता या प्रतिनिधि द्वारा, इस तरह से उपस्थित व्यक्तियों में से एक, जो रिजस्टर पर उच्च स्थान रखता हो, इस तरह के अंशों के संबंध में एकमात्र बोलने एवम वोट देने का हकदार होगा, किन्तु अन्य या संयुक्त धारकों के अन्य, सभा में उपस्थित होने के हकदार होंगे, हमेशा बंशतें कि व्यक्तियात रूप से किसी सभा में उपस्थित व्यक्ति वोट देने का हकदार होगा, उस व्यक्ति पर वरीयता में, जो मुख्तारनामा के अंतर्गत किसी विधिवित अधिकृत अभिकर्ता द्वारा या प्रतिनिधि द्वारा उपस्थित हो, बंबापि अभिकर्ता द्वारा या प्रतिनिधि द्वारा उपस्थित हस तरह का व्यक्ति, इस तरह के अंशों के संबंध में रिजस्टर में प्रथम या उच्च स्थान पर रहता है. मृतक सदस्य के कई निष्पादक या प्रशासक जिनके नाम अंशों में होते हैं, इस धारा के उद्देश्य के लिये, इसके संयुक्त धारक समझे नायेंगे.

	का राष्ट्रपति, राज्य का राज्यपाता	जिदेशकों के बोर्ड के प्रस्ताव द्वारा वा अन्य शासी विकाय द्वारा उचित समझा जाता है, कंपनी के लेबदार या कंपनी के डिबेन्चर्स थारक की किसी सभा में उसके प्रतिविधि के तौर पर कार्य करने के लिये. उपरोक्त कथित के तौर पर प्रस्ताव द्वारा एक कार्यका अधिकार को तौर पर प्रस्ताव द्वारा एक कार्यका अधिकार होना, इन अधिकारों एवन शवितवों (प्रतिविधि द्वारा वोट देने का अधिकार सिन्मितित) को कान में लेबे का हक्यार होना, विनमित निकाय की ओर से, जो वह प्रतिविधित्व करता है कि यह विकाय के कप में कार्य कर सकता है, यदि वह कंपनी के व्यक्तिनत सदस्य वा डिबेन्चर्स के थारक थे.
		(२) जहां भारत का राष्ट्रपति या राज्य का राज्यपाल कंपनी के सदस्य होते हैं, राष्ट्रपति या, जैसा भी मामला हो सकता है, राज्यपाल, इस तरह के खंबित को नियुक्त कर सकते हैं, जैसा भी उनित समझे, कंपनी की किसी सभा में या कंपनी के संबंधों की किसी लेनी की किसी सभा में उसके प्रतिविधि के तौर पर कार्य करने के किसे एवन इस तरह का खंबित कंपनी का सदस्य समझा आवेजा एवम उसके जैसे ही अधिकारों एवम शिवताों को काम में लेने का हकदार होजा, प्रतिविधि द्वारा वोट देने का अधिकार सिम्मित, राष्ट्रपति के तौर पर आवेका हो सकता है, राज्यपाल कंपनी के सदस्य के तौर पर कार्य कर सकता है.
926.	मृतक वा विवातित्वा स्वस्त्व के अंशों के सर्वय में वोट	िन्ही अंशों के हस्तांतरण के प्रसारण सम्ब के अंतर्गत कोई हकदार कोई सबस्य, समान दशा में इसके संबंध में किसी साधारण सभा में बाट वे सकता है, बाद वह इस तरह के अंशों का पंजीकृत सबस्य था, बश्तें कि सभा या स्थितत सभा को धारण करने के समय से कम से कम ४८ घंटे पहले, जैसा भी मामला हो सकता है, जिस पर वह वोट देने का प्रस्ताव करता है, इस तरह के अंशों हस्तांतरण के उसके अधिकारों के संबंध में वह बिदेशकों को संतुष्ट करेगा एवम इस तरह की शतिपूर्ति देगा (बाद कोई हो) जैसा बिदेशक आवश्यक समझ सकते हैं, जब तक बिदेशक वोट देने के उसके अधिकार को इसके संबंध में इस तरह की सभा में पहले से वास्तिल नहीं करेंगे.
976.	व्यक्ति चा प्रतिनिधि द्वारा मतवाब	डून थाराओं के प्रावधानों के अधीन या तो व्यक्तिगत रूप से वा प्रतिनिधि द्वारा दिवा जा सकता है.
929.	स्वक्यों को उसके बोट को विभिन्न तरीकों से इस्तेगास करने का अधिकार	कंपनी की सभा में मतदान करने पर, सदस्य एक से अधिक दोट का हकदार या उसका प्रतिनिधि, या अन्य व्यक्ति उसके लिये वोट करने के लिये हकदार, कैसा भी मामला हो सकता है, आवश्यक नहीं, यदि वह वोट करता है, उसके सभी वोट का उपयोग करता है या जैसे वह सभी वोट का उपयोग करता है उसी तरह से डालना.
93 0.	प्रसिविधि	कंपनी की सभा में उपस्थिति होने एवम वोट देने का हक रखने वाला कंपनी को कोई भी सदस्य, दूसरे व्यक्ति (बाहे वह सदस्य है या नहीं) को उसके प्रतिनिधि के तौर पर उसकी नगह पर उपस्थित होने एवम बोट डालने के लिये नियुक्त करने का हमेशा हकदार होगा बशर्त कि इस तरह से नियुक्त बिन्या नया प्रतिनिधि को सभाओं में बोलने का कोई भी अधिकार नहीं होगा. कंपनी की सभा आवोजित करने के लिये कोई भी नोटिस कहेगा कि उपस्थित रहने एवम वोट देने का हक रखने वाला सदस्य, एक या अधिक प्रतिनिधियों को नियुक्त करने का हकदार होता है.
939.	प्रतिनिधि चा तो विर्विच्य सभा के तिन्वे चा एक अवधि के तिन्वे	प्रतिनिधि का दस्तावेज प्रतिनिधि को नियुक्त कर सकता है, बस्तावेज में निर्दिष्ट विशिष्ट राभा के उद्देश्य एवन उसके किसी स्थनन के लिये या दस्तावेज में निर्दिष्ट दिनांक से पहले आयोजित होने वाली प्रत्येक सभा के उद्देश्य के लिये इस तरह की सभा के प्रत्येक स्थमन के लिये.
932.	कोई भी प्रतिनिधि हाल दिखाकर वोट बही दे सकता	प्रतिनिधि द्वारा उपस्थित सदस्य को हाथ दिखाकर वोट देने का हकदार होगा.
933.	विद्यवित के करताबेज का विशेष	प्रतिनिधि नियुक्त करने वाला दस्तावेन एवम मुक्तारमामा या अन्य अधिकार (वृदि कोई हो), निसके अंतर्गत यह हस्ताभारित होता है या इस मुक्तारमामा या अधिकार की नोटरीं प्रमाखित प्रति, सभा को आयोजित करने के समय से ४८ घंटे पहले कार्यालय में जमा होगी, जिसमें वोट देने के उद्देश्य से बस्तावेन में नामित व्यक्ति को वैध नहीं समझा जायेगा. एवम डिफॉस्ट में प्रतिनिधि का दस्तावेन इसके निष्पादम की दिनांक से १२ महीनों की समाप्ति तक वैध होगा.
938.	प्रतिविधि का प्रथम	प्रतिबिधि का प्रत्येक दस्तावेज, बाहे विनिर्दिष्ट सभा के लिये या अन्यथा, उसके आसपास जिन स्थितियों में प्रविष्ट होगा, अधिनियम की अनुसूची IX में सेट किये गये किसी प्रपन्न में हो एवन नियुक्त करने वाले या उसके विधिवत अधिकृत मुक्तार के हस्ताक्षर द्वारा लिखित में, या, यदि नियुक्त करने वाला एक निगमित निकाय है, तो उसकी मुद्धर या उसके द्वारा विधिवत अधिकृत अधिकारी या मुक्तार द्वारा हस्ताकार.
934.	प्रतिनिषयों का विरीक्षण	इन धाराओं के प्रावधानों के अनुसार कंपनी की प्रत्वेक सभा में वहां पर लाये जाने वाले किसी प्रस्ताव पर वोट देने का हकदार प्रत्येक सदस्य, सभा की शुक्तआत के लिये नियत समय के पहले के शुक्तआती चौबीस घंटों की अविध एवम सभा के निकार्य सहित समापन के दरम्यान हकदार होगा, कंपनी के कार्य के घन्टों के दरम्यान किसी समय रसे गये प्रतिनिधियों का निरीक्षण करने के लिये, इस नीयत के लिये कम से कम तीन दिनों के

		लिखित नोटिस प्रदान करने पर कंपनी को निरीक्षण दिया जाता है.
9३६.	प्रतिनिधि इस्टा विचे नचे चोट की वैधता अधिकार के जोप के	प्रतिनिधि का लोप या कोई मुक्तारमामा या अधिकार के बावजूद भी निसके अंतर्गत इस तरह के प्रतिनिधि हस्ताक्षर किया था, अंश का इस्तांतरण निसके संबंध में वीट दिया जया है. बजरें कि मन्य प्रकारमाम
-	વાલ ગા	या हस्तांतरन की लिसीत सूचना कार्यालय पर सभा की शुरूआत से पहले, या स्थिनत सभा से पहले प्रा नहीं होगी, जिसमें प्रतिनिधि का उपयोग किया है.
936.	बोट पर आपत्ति करने के तिने समय	किसी वोटर की योज्यता या उस सभा के अतिरक्त निसमें वोट की आपत्ति दी नाती है या प्रस्तुत की नाती वोट की वैधता के लिये कोई आपत्ति नहीं की नायेगी, एवम इस तरह की सभा में प्रत्येक वोट, सभी उद्देश के लिये वैध होगा. बकाया समय में की गई इस तरह की कोई भी आपत्ति सभा के अध्यक्ष को भेजी नायेगी.
93८.	किसी समा के अध्यक्ष का किसी वोट की वैद्यता के सिचे क्याचाचीश होना	किसी सभा का अध्यक्ष इस तरह की सभा में डाले गये प्रत्येक वोट का एकमात्र म्यायायीश होगा. मतदान समय उपस्थित अध्यक्ष, इस तरह के मतदान में डाले गये प्रत्येक वोट की वैधता का एकमात्र म्यायायी होगा.
939.	बस्तावेज की अभिरक्षा	यदि इस तरह नियुक्ति का कोई दस्तावेन, कंपनी की सभा में वोटिंग के लिये मुस्तार या प्रतिविधि व नियुक्ति के उद्देश्य के लिये सीमित हो, यह स्थायी या कुछ समय के लिये बना रहेगा, जैसा कि निदेश निर्धारित कर सकते हैं, कंपनी की अभिरक्षा में, ब्रह्म किये गये मूल सहित इसकी जांची गयी अन्य वस्तु। कंपनी को कंपनी की अभिरक्षा में बनाये रखने के लिये सुपूर्द की नायेगी.
		ইকে সময়র
180.	डाक मतपत्र	कंपनी अधिनियम के प्रावधानों एवम इसके अंनर्गत बनाये गये नियमों में कुछ भी सम्निरीत होने के बावन भी, कंपनी कर सकती है, एवम इस तरह के कार्य से संबंधित प्रस्तावों के मामले में, समय-समय पर इ तरह के अधिकारियों द्वारा डाक मतपत्र द्वारा संवालित होने की घोषणा द्वारा निर्धारित किया जा सकता है, इ तरह का कोई भी कार्य कंपनी की साधारण सभा में कार्य के प्रबंध के बनाय डाक मतपत्र के अर्थो द्वारा पारि
	1	इस तरह के किसी कार्च / प्रस्ताव प्राप्त होगा.
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<u> </u>	दिमांक १९ फरवरी,	२०९३ को आबोजित असाबारब समा में आर्टिकल १४० में विशेष प्रस्ताव पारित करके बदलाव.
	दिबांक १९ फरवरी,	२०९६ को आबोबित अञ्चाबारच समा में आर्टिकल ९४० में विशेष प्रस्ताव पारित करके बदलाव. विदेशक
189.	विवांक १९ फरवरी, विदेशकों की संख्या	निवेशक अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निवेशकों की संख्या विशेष प्रस्ताव द्वार अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जर इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सम्मितित है भारक सरकार के नॉमिनी डायरेक्टर्स एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जात इसके निर्वेशों / परिपन्नों / दिशानिर्देशों में विनिर्दिक्ट / निर्देशित के तौर पर. निम्नोविष्टत क्राक्टित कंपनी स्व
989.		
989.		विदेशक अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निदेशकों की संख्या विशेष प्रस्ताव द्वार अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जह इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सम्मिलित है भारक सरकार के नॉमिनी डायरेक्टर्स एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जार इसके निर्देशों / परिपन्नों / दिशानिर्देशों में विनिर्दिष्ट / निर्देशित के तौर पर. निम्निलिखित व्यक्ति कंपनी व प्रथम निदेशक होंगे:-
989.		बिदेशक अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निदेशकों की संख्या विशेष प्रस्ताव द्वा अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जर इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सिम्मिलत है भारक सरकार के नौमिनी डायरेक्टर्स एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जार इसके निर्देशों / परिपन्नों / दिशानिर्देशों में विनिर्दिष्ट / निर्देशित के तौर पर. निम्निलिखित व्यक्ति कंपनी र प्रथम निदेशक होंगे:- 9. केतन सेठ २. रणजीत प्रभु
89 9.		विदेशक अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निदेशकों की संख्या विशेष प्रस्ताव द्वार अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जर इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सिम्मिलत है भारक सरकार के निर्मिनी डायरेक्टर एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जा इसके निर्देशों / परिपन्नों / दिशानिर्देशों में विनिर्दिष्ट / निर्देशित के तौर पर. निम्निलिखत व्यक्तित कंपनी र प्रथम निदेशक होंगे:- 9. केतन सेठ २. रणजीत प्रभु श्री केतन सेठ कंपनी के स्थायी निदेशक होंगे एवम कार्यालय ब्रहण करेंगे, रोटेशन द्वारा सेवानिवृत्त होने विनिर्देश वायी नहीं.
	विदेशकों की संख्या विदेशकों के बोर्ड का	विदेशक अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निदेशकों की संख्या विशेष प्रस्ताव द्वार अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जह इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सिम्मिलत है भारक सरकार के निर्मिनी डायरेक्टर्स एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जार इसके निर्देशों / परिपन्नों / दिशानिर्देशों में विनिर्दिष्ट / निर्देशित के तौर पर. निम्निलिखत व्यक्ति कंपनी व प्रथम निदेशक होंगे:- 9. केतन सेठ 2. रणजीत प्रभु श्री केतन सेठ कंपनी के स्थायी निदेशक होंगे एवम कार्यालय ब्रहण करेंगे, रोटेशन द्वारा सेवानिवृत्त होने व लिये दायी नहीं. 9. 9 निदेशकों के बोर्ड की शक्ति के ५० प्रतिशत (१/२) से कम नहीं, दशाओं के अधीन स्वतंत्र निदेशक होंगे
	विदेशकों की संख्या विदेशकों के बोर्ड का	अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निदेशकों की संख्या विशेष प्रस्ताव द्वार अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जह इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सिम्मिलत है भारक सरकार के निर्मिनी डायरेक्टर्स एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जह इसके निर्देशों / पिरिपत्रों / दिशानिर्देशों में विनिर्दिष्ट / निर्देशित के तौर पर. निम्निलिखत व्यक्ति कंपनी प्रथम निदेशक होंगे:- 9. केतन सेठ 2. रणजीत प्रभु श्री केतन सेठ कंपनी के स्थायी निदेशक होंगे एवम कार्यालय ग्रहण करेंगे, रोटेशन द्वारा सेवानिवृत्त होने विलये दायी नहीं. 9. 9 निदेशकों के बोर्ड की शक्ति के ५० प्रतिशत (१/२) से कम नहीं, दशाओं के अधीन स्वतंत्र निदेशक होंगे जो: (9) बोर्ड की शक्ति के ४ निदेशक या २५ प्रतिशत, जो भी उच्च हो, वायदा बाजार आयोग द्वारा नियुक्त किर जायेंगे, एवम
	विदेशकों की संख्या विदेशकों के बोर्ड का	अधिनियम की धारा २५२ के प्रावधानों के अधीन, जब तक कंपनी के निदेशकों की संख्या विशेष प्रस्ताव द्वार अन्यथा निर्धारित, तीन से कम एवम बीस से ज्यादा नहीं होगी (केन्द्र सरकार के अनुमोदन के अधीन, जह इस तरह की संख्या बारह से ज्यादा होती है). जिसमें सिम्मिलत है भारक सरकार के जामिनी डायरेक्टर्स एफ.एम.सी. नॉमिनी एवम लोकहित में स्वतंत्र निदेशक, जैसा कि समय-समय पर एफ.एम.सी. द्वारा जा इसके निर्देशों / पिरिपत्रों / दिशानिर्देशों में विनिर्दिष्ट / निर्देशित के तौर पर. निम्मिलिखत व्यक्ति कंपनी र प्रथम निदेशक होंगे:- 9. केतन सेठ 2. रणजीत प्रभु श्री केतन सेठ कंपनी के स्थायी निदेशक होंगे एवम कार्यालय ग्रहण करेंगे, रोटेशन द्वारा सेवानिवृत्त होने विलये दायी नहीं. 9. 9 निदेशकों के बोर्ड की शक्ति के ५० प्रतिशत (१/२) से कम नहीं, दशाओं के अधीन स्वतंत्र निदेशक होंगे जो: (9) बोर्ड की शक्ति के ४ निदेशक या २५ प्रतिशत, जो भी उच्च हो, वायदा बाजार आयोग द्वारा नियुक्त किर जायेंगे, एवम (2) बोर्ड की शक्ति का २५ प्रतिशत वायदा बाजार आयोग के पूर्व अनुमोदन से एक्सचेंन द्वारा नियुक्त किर

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न्। नी		 एक.एम.सी. द्वारा मॉनीनेट विदेशक रोटेशन द्वारा सेवानिष्ठत नहीं होंगे,
		२) वहां पर अंशयारक निदेशकों की नियुक्ति की अवधि पर कोई प्रतिबंध बही होना,
		 एक्सचेंक द्वारा मियुक्त स्वतंत्र निदेशक ३ वर्षों के प्रत्येक अधिकत २ लगातार अवधियों के लिये नियुक्त होगा.
૧ ૪ ૧ સી	नुस्य कार्यकारी अभिकारी	9.9 मुख्य कार्यकारी अधिकारी की निबुक्ति, नियुक्ति का नवीनीकरण एवम सेवाओं की समाप्ति, नियमें सेवाओं की शर्ते एवम क्शाएं सम्मित्ति है, एक एम.सी. के पूर्व अनुमोदन के अधीन होनी. वसपि, एक्सपेंन मुख्य कार्यकारी अधिकारी के बुनाव / नियुक्ति के साथ बुनाव के तरीकों, नियुक्ति की शर्ते एवम दशाएं एवम अन्य प्रक्रियागत औपवारिकताएं निर्यारित करेगा. जब एफ.एम.सी. से बानों की सिव्हरिश की जाती है, एक्सपेंन वह वचन प्रस्तुत करेगा कि प्रस्तावित व्यक्तिकों के पूर्ववृत्त के सत्वावन, परिचय पत्र एवम अनुभव के संबंध में आवश्यक बकाया अध्यवसाच उनके द्वारा कर दिया गया है.
		9.२ एक्सचेंब मुख्य कार्यकारी अधिकारी के चुनाव के लिये पारदर्शी प्रक्रिया अपनायेगा, इस तरह की चुनाव कमिटी एवन चुनाव की प्रक्रिया के तौर पर. बब एक.एम.सी. के लिये चयनित प्रत्याशियों के गानों की रिकारिश की वाती है, चुनाव की विस्तृत प्रक्रिया एवन चुनाव के आधार का भी संकेत दिया जाना चाहिये.
		9.३ एक्सचेंज का मुख्य कार्यकारी अधिकारी, एक उच्च शमता, अखंडता एवम विशेषज्ञता का व्यक्ति होना चाहित्ये एकम एक्सचेंज के क्रियाकमार्यों का प्रबंध करने के सिचे पर्याप्त अधिकार होने चारिन्ये.
		9.8 प्रशंध बिदेशक एवन मुख्य कार्यकारी अधिकारी का यह कर्तव्य होगा कि वे कानून, निवानों एवन विविचनों के लानू प्रावधानों, के साथ एक्सबेंन के निवानों, विविचनों, उपविधियों एवन मेनोरेन्डम एवन आर्टिकल्स ऑफ असोसिएशन को भी वाचवा बाजार आयोज / भारत सरकार द्वारा जारी निर्देशों, विशानिर्देशों, आर्देशों, परिपनों को प्रभाव में लाये. इस संबंध में कोई असफलता प्रबंध निदेशक एवन मुख्य कार्यकारी अधिकारी की सेवाएं एक्सबेंग के निदेशकों के बोर्ड द्वारा, बाववा बाजार आयोग के पूर्व अवुनीदन पर या वायका बाजार द्वारा इस प्रभाव के लिये निदेशकों की रिसीप्ट पर, समाप्त की नायेगी या उन्हें हटा दिया जावेगा, इस तरह की समाप्ति था हटाने के विरुद्ध सुनवाई का अवसर मुख्य निदेशक एवन मुख्य कार्यकारी अधिकारी को दिये जाने के अथीन.
		एक्सचेंज के मुख्य कार्यकारी अधिकारी के तौर पर निबुक्त होने वाला व्यक्ति 'फिट एवन अधित' व्यक्ति वे मानदंड को वायदा बाजार आयोज हारा निर्धारित तौर पर पूर्व करना चाहिये.
वियांक र वदसाव.	२० व्यवस्य, २०९२ को ४	वाचोचित असाबारण समा में आर्टिकन १४१, १४१ए, १४१वी एवम १४१वी में विशेष प्रस्ताव परित करने
985.	क्रियेन्यर विदेशक	डिबेन्दर्स या डिबेन्दर्स स्टॉक को सुरक्षित करने के लिये कोई न्यास विलेख हो सकता है, यदि इस तरह के सहमति होती है, समय-समय पर बियुक्ति करने के लिये प्रदान, इसके न्यासियों द्वारा या डिबेन्दर्स य डिबेन्दर्स स्टॉक के घारकों द्वारा, कुछ व्यक्तियों का कंपनी का बिदेश होना, एवन इस तरह के न्यासियों य डिबेन्दर्स या डिबेन्दर्स स्टॉक के घारकों को, समय-समय पर, बियुक्त किये नये किसी बिदेशक को हटा एवम पुनः बियुक्त करने में समर्थ कर सकते हैं. इस धारा के अंतर्गत बियुक्त बिदेशक इसके बाद 'डिबेन्दर बिदेशक' से संबोधित किये जावेंगे एवम टर्ग 'डिबेन्दर बिदेशक' का अर्थ है, इस धारा के अंतर्गत कार्यालय में कुछ समय के लिये बिदेशक. डिबेन्दर बिदेशक रोटेशन द्वारा या कंपनी द्वारा हटाने से सेवाबिकृत होने वे लिये दावी नहीं होगा. न्यास विलेख में इस तरह के अधीनस्थ प्रावधान हो सकते है, जैसी कि कंपनी एक
		स्वासियों के मध्य सहमति हो सकती है एवम इस तरह के सभी प्रावधाव प्रभाव में होने के बावजूद भी अन प्रावधानों में से कोई बहां पर निहित.
98 ą .	नवोनीत विदेशक	(ए) अधिनियम के प्रावधानों के अधीन एवन इन धाराओं में कुछ नी विपरीत सिन्तित होने के नावजूद भी कोई वित्तीय कंपनी या निजमित निकाय या बैंक या बीमा निजम (इसके बाद 'वित्तीय संस्थान' से सम्बोधित किया जायेगा) को नियुक्त करने, हटाने, पुनर्नियुक्त करने, समय-समय पर स्थानापन्न, इसके मनोमी को निदेशक के तौर पर (इसके बाद 'मनोनीत निदेशक' से सम्बोधित किया जायेगा) कंपनी के बोर्ड पर करा का अधिकार होगा, इतने लम्बे समय से बकाया राशियां कंपनी द्वारा उन पर या उनमें से किसी पर देव
		कंपनी से उनको या उनमें से किसी को अनुसानित की गई किसी वित्तीय संस्थात से बहुर, ऋष हा एवम/या कंपनी में क्रिकेटर्स एवम/या औरा वारण करने के द्वारा एवम/या हामीदार वा प्रत्यक्ष सदस्यता प्रतिवासकारका प्रकर/या कंपनी की बकाया राशियों की ओर से वित्तीय संस्थान द्वारा दी गई गारंटी से बाह
		उत्पन्न कंपनी का कोई बायित्व. एफ.एम.सी. निवेशकों की इस तरह की संख्या को नॉमिनी निवेशकों के ती पर नॉमिनेट कर सकती है, एफ.सी.आर.ए. / एफ.सी.आर.कर. के प्रावधानों के अधीन.

		नियुक्त मनोनीत निदेशक को कार्यालय से हटाने की शक्ति नहीं होगी. उपरोक्त कथित घारा १४४(ए) के अधीन, कथित मनोनीत निदेशक, कंपनी के हकदार किसी अन्य निदेशक के समान अधिकारों एवम
		विशेषाधिकारों का हकदार होगा, जिसमें सम्मिलित है गोटिस, कार्यवृत्त की प्रतियां, बैठक शुल्क इत्यादि प्राप्त करना.
		प्राप्त करना.
		(सी) यदि मनोनीत निदेशक वित्तीय संस्थान का अधिकारी होता है, इस तरह के मनोनीत निदेशक के संबंध
		में बैठक शुक्क, कथित वित्तीय संस्थान के लिये जमा करेगा. वित्तीय संस्थान, बोर्ड या बोर्ड द्वारा गठित की गई किसी अन्य समिती की सभाओं में उपस्थित होने के लिये पर्यवेशक प्रतिनियुक्त करने का हकदार होगा.
		(डी) मनोनीत निदेशक को, इन धाराओं में कुछ भी प्रतिकृत सिन्निहित होने के बावजूद भी, इस तरह के
		निदेशक के तौर पर उसको नियुक्त करने वाले वित्तीय संस्थान से उसके द्वारा प्राप्त किसी सूचना का खुलासा करने की स्वतंत्रता होनी.
दिनांक र	२० वदम्बर, २०१२ को आ	चोजित असाधारम समा में आर्टिकल १४६ में विशेष प्रस्ताद पारित करके बदलाव.
988.	विशेष निदेशक	निदेशक, तकनीकी नानकारी एवम/या मशीनरी या तकनीकी सलाह की आपूर्ति के संबंध में किसी कंपनी या
		ा निगम या किसा फर्म या व्यक्ति के साथ, सहयोग की व्यवस्था के लिए इस तरह की कंपनी निगम फर्म गा
		व्यक्ति को अधिकृत कर सकता है, जिन्हे इसके बाद इस घारा में 'सहयोगी' से सम्बोधित किया जायेगा, कंपनी के निदेशक के तौर पर किसी व्यक्ति को समय-समय पर नियुक्त करना (इसके बाद 'विशेष निदेशक'
		े से सम्बाधित किया जायमा) एवम सहमत हो सकते है कि इस तरह के विशेष बिदेशक जेदेशन जाउ
		सेवानिवृत्त होने के लिये दायी नहीं होंने, इस तरह के सहयोगी प्रबन्ध लम्बे समय के लिये शक्ति में बने रहेंगे, जब तक कंपनी के मध्य अन्यथा सहमति ना हो एवम सहयोगी प्रबन्धन के अंतर्गत इस तरह के
		सहयोगी या इसके बाद किसी समय, सहयोगी किसी भी समय एवम समय-समय एउ इस उन्हें के कियेग
		निदेशक को इसके द्वारा नियुक्ति से हटा सकता है एवम इस तरह हटाना किसी भी समय कर सकता है एवम इस तरह से नियुक्त व्यक्ति की मृत्यु या त्यागपत्र के मामले में, किसी भी समय, किसी अन्य व्यक्ति को
		उसके स्थान पर विशेष निर्देशक के तौर पर नियुक्त कर सकता है एवम इस तरह की नियुक्ति या हटाना इस तरह की कंपनी या निजम वा किसी भागीदार या उसके अधिकृत प्रतिनिधि द्वारा हस्ताक्षर से लिखित में होगा
		एवन कपना के पंजाकृत कांचालय में सपद किया जायेगा. यह स्पष्ट किया जाता है कि इस भाग के अंदर्शन
		निदेशक को नियुक्त करने का हकदार प्रत्येक सहयोगी, इस तरह के एक व्यक्ति को निदेशक के तौर पर नियुक्त कर सकता है एवम ताकि यदि एक से अधिक सहयोगी इस तरह से हकदार होता है, वे किसी भी
		समय, कई विशेष निदेशकों को सहयोगियों की संख्या के नैसे, नियुक्त करने के लिये योज्य कर सकते हैं.
984.	संवानिवृत्त निदेशकों	धारा १४५, १४६, १५७ एवम् १४८ के प्रावधान, धारा २५५ के प्रावधानों के अथीन, एवम धारा १४५, १५६,
	की संख्या की सीना	४४७ एवम ४४८ के अंतर्गत बियुक्त इस तरह के बिदेशकों की संख्या, कार्यालय में उस अमरा के लिये क ल
		निदेशकों की संख्या के कुल 9/३ से ज्यादा नहीं होगी. शेष निदेशक साधारण सभा में कंपनी द्वारा नियुक्त किये जायेंगे.
984.	वैकल्पिक निदेशकों	महाराष्ट्र राज्य में मूल निदेशक की अनुपरियति के दरम्यान कम से कम तीन महीनों की अवधि के लिये कार्य
	की विवक्ति	करन के लियं बांड वकल्पिक निर्देशक (इसके बांद 'वैकल्पिक निर्देशक' कहा जारोगा। सी निरासित कर
		सकता है. इस तरह का प्रत्येक वैकल्पिक निदेशक, कंपनी को भारत में उसके दिये गये पते के अधीन, जिस पर उसको नोटिस की तामील की ना सकती है, निदेशकों की सभा के नोटिस का हकदार होगा, एवम निदेशक
		🏻 के तार पर उपास्थित रहेना एवम वॉट देना एवम कोरम के उददेश्य के लिये विज्ञा जायेगा एतम जामानगत, 🖘 📗
		तरह की सभा में मूल निदेशक की सभी शक्तियां एवम कर्तव्य एवम अधिकार काम में लेगा. इस थारा के अंतर्गत नियुक्त निदेशक कार्यालय को जाली करेगा, जब भी मूल निदेशक महाराष्ट्र राज्य में वापिस आयेगा.
		। पाद गुरा गिदराक के कांग्रालय की देने महाजार जन्म में उसके मौतने से एक्से टिक्स की 4
		सेवानिवृत्त निदेशक की स्वतः पुनर्नियुक्तित के लिये डिफॉल्ट में अन्य नियुक्ति के लिये अधिनियम में या इन धाराओं में कोई प्रावधान मूल निदेशक पर लागू होगा एवम वैकल्पिक निदेशक पर नहीं.
986.	विदेशक रिक्तियों को	निदेशकों को किसी समय एवम समय-समय पर आकरिमक रिक्ती को भरने के लिये किसी योग्य व्यक्ति को
	भर सकते है	निरंशक के लिये नियुद्धित देने की शक्ति होगी, इस तरह की आकरिनक रिक्ती बोर्ड की प्रथा में निरंशकों के
		बोर्ड द्वारा भरी जायेगी. इस तरह से नियुक्ति कोई व्यक्ति सिर्फ उस दिनांक तक बनाये रखेगा नब तक निदेशक जिसके स्थान पर उसको नियुक्त किया है, कार्यालय में आयोजित किया जायेगा, यदि उपरोक्त
Y		अनुसार यह खाली नहीं थी किन्तु तब वह पुनः चुनाव के लिये योज्य होगा.
98८.	अतिरिक्त निवेशक	निदेशक को बोर्ड के लिये अतिरिक्त ऊप से किसी समय या समय-समय पर किसी अन्य योग्य व्यक्ति को
		निदेशक के तौर पर नियुक्त करने की शक्ति भी होगी, किन्तु ताकि निदेशकों की कुल संख्या किसी भी समय अधिकतम नियम संख्या से न्यादा ना हो. बोर्ड में इस तरह से अतिरिक्त रूप से नियुक्ति कोई व्यक्ति सिर्फ
		अभिभा वाषिक साधारण सभा को दिनाक तक उसके कार्यालय को बनाये रख सकता है। किन्त इस तरह की
		समा म पुनः चुनाव क लियं याण्य हामा.
989.	निदेशक की घोण्यता	निदेशक को किसी योग्यता अंश को घारण करने की आवश्यकता नहीं होगी.
9 4 0.	बिदेशकों का प्रतिकत	निदेशक को उसकी सेवाओं के प्रतिफल इस तरह की राशि होगी, नो कि निदेशकों के बोर्ड द्वारा निर्धारित की

		जा सकती है, किन्तु इस तरह की राशि अधिनियम या बोर्ड की प्रत्येक सभा के लिये केन्द्र सरकार या केन्द्र सरकार के अनुमोदन में निश्चित से ज्यादा नहीं हो सकती है (यदि कोई आवश्यक हो), अब की जा सकती है, साधारण सभा में कंपनी की इस तरह का आने का प्रतिफल, समय-समय पर, निर्धारित किया नावेज एवम आने का प्रतिफल, निर्धाकों में नृष्य इस तरह के अनुपात एवम तरीके से बांटा नावेगा, नैसा कि बोर्ड समय-समय पर निर्धारित कर सकता है, एवम इस तरह के निर्धारण के डिफॉल्ट में, निदेशकों के मध्य समान रूप से विभानित किया नावेना.
949.	विशेष कार्य के क्रिये विशेशकों को अतिरिक्त प्रतिष्कत	अधिबियम की धाराओं १९८, ३०१, ३१०, ३११ एवम ३१४ के प्रावधानों के अधीन, यदि कोई बनाया जा रहा निदेशक, अतिरिक्त सेवाओं को करने के लिये बुनाया जायेगा (किसमें सिम्म्लित होना निदेशकों द्वारा गिरत की गई किसी कमिटी के सदस्य के तौर पर निदेशक द्वारा किया नया कार्य या अंश प्रमाणपत्रों पर हस्ताक्षर करने के संबंध में) या उसके निवास की हमेशा की जगह से बाहर वाने के लिये या रहने के लिये वा अन्यथा कंपनी के किमी उद्देश्यों के लिये विशेष परिवाम करना, ऐसा करने पर कंपनी निदेशक के पारिम्निक देनी, या तो निवास राशि द्वारा या अन्यथा, जैसा भी निदेशकों द्वारा निर्वारित किया वा सकता है, एवम इस तरह के प्रतिकल, या तो इसके अतिरिक्त में या उपरोक्त प्रदान किये प्रतिकल में उसके अंश के लिये प्रतिस्थापन में.
942.	कंपनी के कार्य पर विदेशक द्वारा मन किये हुए पाता सर्वे	बिदेशकों का बोर्ड अधिनियम द्वारा प्रदान की नई सीमाओं के अधीन किसी निदेशक को अनुमति दे सकता है एवम भुनतान कर सकता है, जो कि समा में उपस्थित होने के उद्देश्य के लिये उसके हमेशा के निवास स्थान के अतिरिक्त किसी अन्य स्थान पर सभा में उपस्थित होता है, इस तरह की राशि, जैसा कि बोर्ड उचित समझ सकता है, उसके द्वारा पूर्ण ऊप से खुव किसे मये यात्रा, होटल एवम अन्य आकरिनक जर्चे दिये ना सकते हैं या तो अतिरिक्त में या उपरोक्त प्रदान किसे मये प्रतिपन्त में उसके अंश के लिये प्रतिस्थापन में.
948.	रिवती होने के वायबुद भी निरेशक कार्य नहीं कर सकते	उनके निकाय में कोई रिक्ती होंने के बावजूद भी निदेशक निरंतर कार्य कर सकते हैं, किन्तु लबे समय ने उनकी संख्या निदेशकों के बोर्ड की सभा के लिये इन धाराओं द्वारा निवत कॉरम से नीचे बली जाती है, कार जारी रखने वाले निदेशक निदेशकों की संख्या बढ़ाने के उद्देश्य के लिये कार्य कर सकते हैं, कोरम को निवत करने एवम कंपनी की साधारण सभा को बुलाने के लिये, किन्दु किसी अन्य उद्देश्य के लिये नहीं.
948.	विवेशकों की अचेन्द्रता	व्यक्ति कंपनी के निदेशक के तौर पर नियुक्त होने के योग्य नहीं होगा, यदि -
		(ए) वह सक्षम क्षेत्राधिकार के म्यावालय द्वारा अस्वस्थ मस्तिष्क का होना पाया नवा है एवन निकर्ण शक्ति में है,
		(बी) वह अमुक्त दिवालिया है,
		(सी) उसने दिवालिया निर्णित किये जाने के लिये आवेदन किया है एयम उसका आवेदन लिम्बत है,
		(डी) उसको किसी बैतिक श्रष्टता के अपराध के सिम्मितित होने के कारन न्यावालय द्वारा अपराधी घोषि किया गया है एवम इसके संबंध में कैद की सजा सुनाई गयी है, छः महीनों से कम नहीं एवम सजा जरम हो की तिथी से पांच वर्ष की अवधि बीत नहीं मयी है,
		(ई) उसके धारण किये गये कंपनी के अंशों के संबंध में किसी कॉल का गुगतान नहीं किया है, बाहे अकेले व दूसरों के साथ संयुक्त कप से एवम कॉल के भुगतान के लिये नियत की गई अन्तिम तिथी को बीते हुए घ महीने हो गये हैं, या
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	(एक) बिदेशक के तौर बियुक्ति के लिये उसकी अयोज्यता का आदेश अधिबियम की घारा २०३ के अनुसर में म्याचालय द्वारा पारित किया मया है एवम अभी शक्ति में है, जब तक इस घारा के अनुसरम में उसव बियुक्ति के लिये म्याचालय की चुर्टी प्राप्त बही की जाती है.
		(वी) वह सार्वजिंक कंपनी में निदेशक है जिसमें -
		i) अप्रेल १९९९ के प्रथम दिन पर उसके बाद एवन लगातार किन्ही तीन वित्तीय वर्षों की शुक्तञात के लि वार्षिक खाते एवन वार्षिक रिटर्न फाईल नहीं किया है या
•	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	ii) देय तिथी पर इसकी बमा या ब्याज का पुर्वभुगताम करने या देय तिथी पर इसके डिबेम्बर्स को मुक्त कर में असफल रहा है एवम इस तरह की असफलता लगातार एक वर्ष या अधिक के लिये रही है, बहातें कि इ तरह का व्यक्ति किसी अन्य सार्वविमक कंपनी के निदेशक के तौर पर नियुक्त होने के लिये योग्य नहीं होन उस दिनांक से पांच वर्ष की अवधि के लिये, जिस पर इस तरह की सार्वविमक कंपनी, जिसमें वह निदेशक हैं
	1	उप-धारा (i) के अंतर्गत वार्षिक खाते एवम वार्षिक रिटर्ग फर्बन करने में असफल हुआ है या इसकी नमा
		ब्यान का भुगतान करने में या देय तिथी पर इसके हिबेर्म्य को मुक्त करने में या उठफ (ii) में संदर्भित लामां का भुगतान करने में असफन हुआ है.

	कार्वालय का अवकाश	(ए) यदि सक्षम क्षेत्राधिकार के म्यायालय के द्वारा उसे अस्वस्थ मस्तिष्क का होना पाया जाता है, या
		(बी) उसने दिवालिया में विनिर्णित होने के लिये आवेदन किया है, या
		(सी) वह दिवालिया विनिर्भित हुआ है, या
		(डी) न्यायालय द्वारा उसे किसी नैतिक भ्रष्टता के अपराध में शमिल होने का अपराधी माना है एवम उसे इस संबंध में छ: महीने की कैद की सजा दी गई है, या
		(ई) यह उसके द्वारा धारित किये गये कम्पनी के अंशों के संबंध में कॉल का भुगतान करने में असफल रहा है, चाहे अकेला या किसी अन्य साथ संयुक्त रूप से, कॉल के भुगतान के लिये अन्तिन तिथी से छः महीने के अन्दर, जब तक केन्द्र सरकार अधिसूचना के द्वारा इस तरह की असफलता द्वारा की गयी अयोज्यता को हटाती नहीं है, या
		(एफ) यदि वह स्वयं निदेशकों के बोर्ड की लगातार तीन सभाओं में या बोर्ड की सभी सभाओं में तीन महीने की अवधि के लिये लगातार अनुपरिधत रहता है, जो भी लम्बी हो, बोर्ड से अनुपरिधती की घुट्टी किये बिना, या
		(जी) वह (चाहे स्वयं द्वारा या किसी व्यक्ति द्वारा उसके लाभ के लिये या इसके स्नाते पर) या कोई फर्म निसमें वह भागीदार है या कोई बिजी कम्पनी निसका वह बिदेशक है, ऋष स्विकार करता है या कम्पनी से ऋष के लिये कोई गारंटी, या प्रतिभूति, अधिबियम की घारा २९५ के उल्लंघन में, या
		(एच) किसी भी तरह से वह हो रहा है चाहे प्रत्यक्ष या अप्रत्यक्ष संबंधित या अनुबंध या प्रबंधन में ऊचि या प्रस्तावित अनुबंध या प्रबंधन में प्रविष्ट होता है, या प्रविष्ट होने वाला है, कंपनी के द्वारा या की ओर से, अधिनियम की धारा २९९ द्वारा आवश्यक ते तौर पर निदेशकों के बोर्ड की सभा में उसके प्रसंग या हित की प्रकृति का खुलासा करने में असफल होता है, या
		(आई) अधिनियम की धारा २०३ के अन्तर्गत न्यायालय के आदेश द्वारा वह अयोज्य हुआ, या
		(जे) उसके कार्यालय की अवधि समाप्त होने से पहले कंपनी के साधारण प्रस्ताव द्वारा उसे हटा दिया गया है, या
		(के) कंपनी के लिखित ने नोटिस द्वारा, उसने अपने कार्यालय से त्यागपत्र दिया है, या
100 miles 100 mi	rangan sakan sa Managan sakan sakan Managan	(एल) कंपनी में उसके धारन कार्यालय या अन्य नियोजक के सदाचार द्वारा निदेशक को दी गई नियुक्ति, वह कंपनी में इस तरह का कार्यालय या धारित नियोजन को समाप्त करता है.
	,	(२) इसके खण्ड (१) के (i) एवम उप-खण्ड (सी), (डी) में कुछ भी निहित होने के बावजूद भी, इन खण्डों में संदर्भित अयोज्यता प्रभाव में नहीं आयेगी.
*		(ए) न्यायिक निर्णय, सना या आदेश की दिनांक से ३० दिनांक के लिये,
		(बी) जहां पर कोई अपील या याधिका मुख्य है, निर्णय, सजा या अपराथ सिद्धी के विरुद्ध उपरोक्त कथित ३० दिनांक के अन्दर, सजा या आदेश में परिणाम, जब तक इस दिनांक से ७ दिनों की समाप्ति तक जिस पर इस तरह की अपील या याधिका बिपटायी जाती है, या
		(सी) नहां पर न्याय निर्णय, सना, दोष सिद्धी या आदेश के संबंध में उपरोक्त कथित ७ दिनों के अन्दर कोई अन्य अपील या यांचिका एवम अपील या यांचिका की अनुमति दी जाती है, अयोग्यता को हटाने में परिणाम होगा, जब तक इस तरह की आगे की अपील या यांचिका निपटाची जाती है.
946.	बिदेशकों का हटाना	(ए) कंपनी किसी निवेशक को उसके कार्यालय की अवधि की समाप्ति से पहले साधारण प्रस्ताव द्वारा हटा सकती है. (धारा २८४ के प्रावधानों के अधीन एवम अन्य आवेदन अधिनियम एवम उसकी धाराओं के प्रावधानों के अधीन)
		(बी) अधिनियम की धारा १९८ या धारा १९० द्वारा द्वारा प्रदान किया गया विशेष नोटिस, धारा के अन्तर्गत निदेशक को हटाने के किसी प्रस्ताव के लिये आवश्यक होगा या इस तरह से हटाये गये निदेशक के स्थान पर किसी अन्य व्यक्ति की नियुक्ति करना, सभा में निसमें उसको हटाया गया है.
		(सी) इस धारा के अन्तर्गत निदेशक को हटाने के प्रस्ताव के नोटिस की प्राप्ति पर, कंपनी इसके संबंधित निदेशक को इसकी प्रति भेजेगी एवम निदेशक (बाहे वह कंपनी का सदस्य हो या ना हो) सभा में प्रस्ताव पर सुनवाई का हकदार होगा.

		(डी) वहां पर इस धारा के अन्तर्गत बिदेशक को हटाने के प्रस्ताव का नोटिस दिया जाता है एवन संबंधित विदेशक इसके संबंध में कंपनी को लिखित प्रतिनिधित्व देता है (थयोधित लम्बाई से ज्यादा नहीं) कंपनी करेगी, जब तक प्रतिनिधित्व एता नहीं होता है, यह करने के लिखे बहुत देरी से (ए) कंपनी के सदस्यों को करेगी, जब तक प्रतिनिधित्व में उसमें दिये नवे प्रतिनिधित्व के तक्य का कन्नत एवम (बी) कंपनी के प्रत्येक सिंद नवें अपने प्रतिनिधित्व की प्रतिनिधित्व से स्वास को प्रतिनिधित्व से पहले वा बाद में) एवम विद अपरोक्तानुसार प्रतिनिधित्व की प्रति नहीं नेजी जाती है, वर्षोंकि ने बहुत ही देरी से प्राप्त हुए थे या कंपनी की बहुत है कररन, निवेशक मांन कर सकता है (बिमा पूर्वाव्यक के उसके मौत्रिक कप से सुमने के अधिकार से) कि प्रतिनिधित्व सभा में पढ़ जानेग, बशर्त कि प्रतिनिधित्व की प्रतिवा भेजनी या सभा में पढ़नी आवश्यक नहीं हो, विद आवेदन पर वा तो कंपनी का या कोई अन्य व्यक्ति जो पीडित होने का दावा करता है, न्यावाक्षय संबुक्त होता है कि इस उप-धारा द्वारा प्रवत्त किये नथे अधिकार, मानहानिकारक ज्ञानले लिये सुरक्तित अनावच्यक प्रवार से दुक्रपयोग किया जा रहा है.
		(ई) इस धारा के अन्तर्गत निदेशक को हटाने के द्वारा बनाई नई रिक्ती, यदि उसकी नियुक्ति, साधारण सभा में कंपनी द्वारा वा बारा १६८ के अनुसरण में बोई द्वारा वा अधिनियम की धारा २६२ में किया गया था, उसकी इन्द्रह नवे विदेशक की नियुक्ति द्वारा भरा ना सकता है, उस सभा द्वारा निसमें उसे हटाया गया है, बशर्त कि अभिग्रेत नियुक्ति का विशेष नोटिस इसकी उप-धारा (३) के अन्तर्गत दिवा गया है. इस तरह से नियुक्त विदेशक कार्यात्त्व में उस दिवांक तक रहेगा, निसमें उसका पूर्ववर्ती कार्यात्वव में आयोजित होगा, यदि उपरोक्ताबुसार उसे हटाया नहीं गया था.
	1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1	(एफ) यदि उप-धारा (सी) के अन्तर्गत रिक्ती नहीं भरी जाती है, प्रावधानों के अनुसार यह आकस्मिक रिक्ती के तौर पर भरी जा सकती है, उन पर अन तक अधिनियम की धारा १४८ वा धारा २६२ लानू होती है, एवम इस अनुष्केद एयम धारा के सभी प्रावधान तदनुसार लागू होंगे.
		(जी) बिदेशकों का बोर्ड बिदेशक को कार्बालय से इटा सकता है, यदि बोर्ड बोर्ड की सभा में उपस्थित झेने के लिये बिदेशकों का बहुमत इस प्रयोजन के की स्विकृति के जिये जाया गवा प्रस्ताव.
9 4 9.	विशेशक कंपनी के साम अनुसंद कर सकते हैं	अधिविषम की धाराओं २९७, २९९, ३०० एवक ३१४ के प्रावधानों के पालन के अधीन एवम इसमें प्रदान किये तौर पर सेच, कोई भी विदेशक कंपनी के अंतर्गत का कियी कंपनी के अंतर्गत किसी कार्यालय या लाभ के स्थान को धारन करने से अवोन्य वहीं होता, किसमें वह कंपनी अंशधारक हो या अन्यथा कवि रखती हो, या कंपनी के साथ सम्पर्क द्वारा या तो विक्रोता, क्रेता, अभिकर्ता, दालाल या अन्यथा के तौर पर, इस तरह की कोई संविदा, या कोई संविदा या व्यवस्था कंपनी के द्वारा या उसकी ओर से वहीं होती, जिसमें कोई भी विदेशक कंपनी की ओर से किसी संविदा वा व्यवस्था द्वारा लाभ उपन्या करने के क्रिये दावी हो, सिर्फ इस कारन द्वारा कि इस तरह के निदेशक इस कार्यालय को धारन करते हैं या इसके द्वारा स्थापित क्रिकोदार संबंध के कारन.
946.	विदेशकों के दिल का जुलाका	(१) कंपनी का प्रत्येक निदेशक जो किसी भी तरह से, चाहे प्रत्यक्ष या अप्रत्यक्ष, संविदा या व्यवस्था से संबंधित वा कवि रखता हो, वा संविदा वा व्यवस्था का प्रस्ताव करता हो, इसमें प्रविद्य होता है वा प्रविद्य होने वाला हो, कंपनी के द्वारा वा कंपनी की ओर से, निदेशकों के बोर्ड की सभा में, इस संबंध में प्रदान अधिनियम की धारा २९९(२) में उसके संबंध या हित की प्रकृति का खुलासा कंरेगा.
		(२) (ए) प्रस्तावित संविदा या व्यवस्था के मामले में, जण्ड (१) के अंतर्गत बिदेशक द्वारा सुमासा किये जाने की आवश्यकता, बोर्ड की उभा में किया जायेगा, बिसमें सर्वप्रथम संविदा या व्यवस्था में प्रविद्ध होने का प्रश्म विद्यार में लाया जायेगा, या यदि सभा की तिथी को, निवेशक प्रसादित संविदा वा व्यवस्था से संबंध या कि निवेशक प्रसादित संविदा वा व्यवस्था से संबंध या कि निवेशक प्रमादित या व्यवस्था हो। (बी) किसी अन्य संविदा या व्यवस्था के मामले में, आवश्यक सुनासा बोर्ड की आयोजित होने वाली पहली सभा में होगा, विदेशक के संविदा या व्यवस्था में संबंध या किये होने के बाद.
		(३) (ए) जन्ड (१) एवन (२) के उद्देश्यों के लिये, बिदेशक द्वारा बोर्ड को सामान्य बोरित इस प्रभाव के साथ दिया जाता है कि वह बिदेश है या सदस्य है वा बिदिन्ट बिनमित बिकाय है या या सदस्य है या बिदिन्ट किमीनित बिकाय है या या सदस्य है या बिदिन्ट किमीनित बिकाय है या या सदस्य है या बिदिन्ट किमी स्वित या व्यवस्था से संबंधित होने वा कि रचने के संबंध में, जो कि बोरिस की दिवाक के बाद, बिनमित बिकाय या फर्न के साथ प्रविद्ध हो सकता है, इस तरह बनाई मई किसी संविदा या व्यवस्था के संबंध में संबंध या कि का पर्याप्त सुलासा होना समझा वायेगा.
		(बी) इस तरह का कोई भी साधारण बोटिस, वित्तीय वर्ष के अंत में समाप्त होगा, जिसमें वह दिया जाता है, किन्तु आने की एक और वित्तीय वर्ष की अवधि के लिये विवीनीकरण वित्तीय वर्ष के अन्तिम महीने में ताजा नोटिस देकर किया जा सकता है, जिसमें वह अन्यथा समाप्त होगा.
		(सी) इस तरह का कोई साधारण नोटिस, एवन इसका नवीनीकरण, जब तक प्रभाव में नहीं आवेना, वा तो यह बोर्ड की सभा में दिया जाता है, वा निदेशक इस संबंध में युरक्तित करने के लिये वधोषित कदन उठाये कि यह ऊपर लाया जाता है एवम बोर्ड की पहली सभा में पढ़ा जाता है, इसको दिये जाने के बाद.
		(डी) इस अनुच्छेद में कंपनी के मध्य किसी तरह की संविदा वा व्यवस्था मे प्रविष्ट होने के लिये कुछ भी लानू

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		नहीं होगा एवम कोई अन्य कंपनी जहां एक या दो या अधिक निदेशक साथ में धारण करते है या अन्य कंपनी में प्रदत्त अंश पूंजी का दो प्रतिशत से ज्यादा धारण नहीं करते है.
949.	कुछ संविदाओं हे तिये बोर्ड का प्रस्ताव आवश्यक	(१) कंपनी के निदेशकों के बोर्ड की सहमति को छोड़कर, कंपनी का निदेशक या उसके संबंधी, फर्म निसमें इस तरह के निदेशक या संबंधी यदि भागीदार है, इस तरह की फर्म का कोई अन्य भागीदार, या निजी कंपनी जिसका निदेशक सदस्य या निदेशक है, कंपनी के साथ किसी भी संविदा में प्रविष्ट नहीं होगा -
		(ए) किसी माल, सामग्री या से वाओं के विक्र य, क्रय या आपूर्ति के लिये, या
		(बी) कंपनी के किसी अंश या डिबेन्बस में सदस्यता की हामीदारी के लिये.
		(२) खण्ड (१) के उप-खण्ड (ए) मे निहित कुछ भी प्रभाव नहीं डालेगा -
		(ए) कंपनी से माल या सामग्री को खरीदना या कंपनी को माल या सामग्री बेचना, किसी निदेशक, संबंधी, फर्म, भागीदार या निनी कंपनी द्वारा, उपरोक्तानुसार रोकड़ के लिये, प्रचलित बानार दरों पर, या
		(बी) कंपनी के मध्य कोई संविदा या संविदायें, एक तरफ एवम इस तरह का कोई निदेशक, संबंधी, फर्म, भागीदार या निनी कंपनी दूसरी तरफ, किसी माल, सामग्री, एवम सेवाओं का विक्रय करने, खरीदने या आपूर्ति करने के लिये, निसमें या तो कंपनी या निदेशक, संबंधी, फर्म, भागीदार या निनी कंपनी, जैसा भी मामला हो सकता है, नियमित कप से व्यापार या कारोबार करता है, बशर्ते कि इस तरह की संविदा या संविदायें, माल या सामग्री से संबंधित नहीं होता है, निसका मूल्य या सेवायें, जिसकी लागत किसी भी वर्ष में कुल पांच हनार रूपयों से न्यादा होती है, संविदा या संविदाओं की अविध में समाविष्ट, या
		(३) खण्ड (१) एवम (२) में खुछ भी सम्मिहित होने के बावजूद भी, उपरोक्तानुसार निदेशक, संबंधी, फर्म, भागीदार या निजी कंपनी, कंपनी के साथ किसी संविदा में प्रवेश कर सकते हैं, अत्यावश्यक आवश्यकता की रिथतियों में, बोर्ड की सहमति प्राप्त किये बिना, किसी माल, सामग्री या सेवाओं के क्रय-विक्रय के लिये, यहां तक कि यदि इस तरह के माल की कीमत या इस तरह की सेवाओं की लागत, संविदा की अविध में समाविष्ट किसी वर्ष में खुल पांच हनार ऊपये से क्यादा होता है, किन्तु इस तरह के मानले में, बोर्ड की सहमति सभा में प्राप्त की नायेगी, उस दिनांक से तीन महीनों के भीतर, जिस दिनांक को सहमति प्रविष्ट की गई थी.
		(४) इस अनुच्छेद के अन्तर्गत आवश्यक बोर्ड की प्रत्येक सहमति बोर्ड के प्रस्ताव द्वारा स्विकृती दे दी नायेगी एवम खण्ड (१) के अन्तर्गत आवश्यक सहमति दी गई नहीं समझी नायेगी, इस खण्ड के अथों के अन्तर्गत, जब तक संविदा से पहले स्विकृती नहीं दी नाती है, उस दिनांक से तीन महीनों के अन्दर संविदा में प्रविष्ट होता है, निस दिनांक को यह प्रविष्ट हुआ था.
		(५) यदि इस अनुष्ठेद के अन्तर्गत किसी संविदा की रिवकृती की सहमति नहीं दी जाती है, सहमति के अनुसरण में किया गया कुछ भी बोर्ड के विकल्प पर अमान्य होगा.
9 ६ 0.	प्रबम्बक, प्रबम्ब विदेशक या राषिव	यदि कंपनी -
	एवम कोषाध्यक्ष की निषुवित्त के संबंध में संविदा में मिदेशकों के हित का सबस्वों में	(ए) कंपनी के प्रबंधक या प्रबन्ध निदेशक की नियुक्ति के लिये संविदा में प्रवेश करती है, निसमें कंपनी के किसी निदेशक के साथ किसी भी तरह से प्रत्यक्ष या अप्रत्यक्ष तौर पर संबद्ध या ऊचि में संविदा की जाती है, या
	जुलासा	(बी) इस तरह की कोई परिवर्तित संविदा पहले से ही विद्यमान है एवम निसमें उपरोक्तानुसार निदेशक संबद्ध है या ऊवि रखता है, थारा ३०२ के प्रावधानों की पालना होगी.
9६9.	बिदेशकों द्वारा लाम के कार्च को धारण करना	(१) विशेष प्रस्ताव द्वारा दी गयी कंपनी की सहमति को छोडकर (ए) कंपनी का कोई भी निदेशक कोई कार्यालय या लाभ का स्थान धारण नहीं करेगा, एवम
		(बी) इस तरह के निदेशक का कोई भागीदार या संबंधी, कोई फर्म जिसमें इस तरह का निदेशक या इस तरह के निदेशक के रिश्तेदार भागीदार है, कोई निजी कंपनी जिसके इस तरह के निदेशक या सदस्य है, एवम इस तरह की किसी निजी कंपनी का कोई निदेशक या प्रबन्धक, लाभ के स्थान पर कोई कार्यालय धारण नहीं करेंगे, इस तरह का खुल मासिक प्रतिफल ले जाना, जैसा कि निर्धारित किया जा सकता है, कंपनी के डिबेन्चर्स के धारकों के लिये प्रबन्ध निदेश या पूर्णकालिक निदेशक या प्रबन्धक, बैंकर या न्यासी को छोडकर:
		(i) कंपनी के अन्तर्गत, या
		(ii) कंपनी की किसी सहायक के अन्तर्गत, जब तक इस तरह के कार्यालय या लाभ के स्थान के संबंध में इस तरह की सहायक द्वारा प्रतिफल प्राप्त ना हो, कंपनी या उसकी धारक कंपनी को प्रदान किया जाता है. बशर्ते कि यह पर्याप्त होगा, यदि इस तरह के कार्यलय या लाभ के सीान को धारण करने के बाद पहली बार

	मारत का राजपत्र, अप्रल 15, 2015 (पत्र 25, 1555)
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	आयोजित होने वाली कंपनी की साधारण सभा में सहमति के अनुसार कंपनी का विशेष प्रस्ताव पारित किया जाता है, बशर्ते कि आने बिदेशक वा फर्म के संबंधी, जिसमें इस तरह के संबंधी भानीबार है, बिदेशक की जानकारी के बिना, कंपनी या इसकी सहायुक्त के अंतर्गत कार्यालय या लाम के स्थान पर नियुक्त किये जाते है, कंपनी की सहमति प्राप्त के ही संबंधी है, वा तो उपरोक्ताबुसार साधारण सभा में या नियुक्ति की दिनांक
	है, कपनी का सहमात प्राप्त का मा स्कार है, यो ता उपरावता बुसार साधारण सभी में थी लियुवार का विभाग से तीन महीनों के अन्दर, जो नी बाद में आये. इस सन्द के उद्देश्य के लिये सहमति के अनुसार कार्यालय वा लाभ के सीन पर प्रथम दृष्टांत में प्रत्येक नियुवित के लिये विशेष प्रस्ताव आवश्यक होगा एवम प्रत्येक आमामी नियुवित पर, इस तरक का कार्यामय या लाभ का स्थान, उच्च प्रतिकल पर, विशेष प्रस्ताव कारा
	कवर मही होना, छोडते हुए, नड़ी पर बिचुवित विशेष प्रस्ताव द्वारा समय स्केल पर पहले से ही अनुमादित की मयी है.
	(२) इसके साम्ब (१) में कुछ में लागू मंत्री होगा, जहां विदेशक या फर्म के रिश्तेबार जिसमें इस तरह के संबंधी भागीवार है एवम संपन्नी या इसकी स्क्रांबक के अनार्गत कोई कार्यालय या लाभ का स्थान धारण करते है, कंपनी के निदेशक के इस तरह के विदेशक बनने से पहले इस तरह के कार्यालय या स्थान पर नियुक्ति किये गये है.
	(२) यदि कोई कार्यात्मव या लोग का स्थान उप-सन्द (१) के प्रावधानों के उत्त्वेषन में आयोजित करता है या सन्द (२) द्वारा प्रदान को कॉडकर, निर्देशक, मानीदार, संबंधी, कर्म, निर्मी कंपनी या प्रवंध कंपनी, उसके या उनके इस तरह के कार्यात्मव को साली होना समझा मायेगा, कंपनी की साधारण सभा की दिनांक आगे की
	तिथी पर एवन से, उपरोक्त सन्ध (१) में प्रथम परंतुक में संदर्भित, या जैसा भी मामला हो सकता है, उपरोक्त सन्ध (१) के द्वितीय परंतुक में संदर्भित तीन महीनों की अवधि की समाप्त की दिनांक, एवम प्राप्त प्रतिफल को भी कंपनी को वापिस लौटाने के लिखे बादी होना या मौदिक के समान उसके द्वारा प्राप्त किया गया कोई अनुलाभ या लाभ, या इस तरह के कार्यालय या लाभ के स्थान के संबंध में उपरोक्त तिथी के तुरंत पूर्ववर्ती अवधि के लिये.
	(४) प्रत्येक व्यक्ति, कर्न, विक्की इंदनी, वा अन्य निजनित विकास किसी कार्यालय या लाभ के स्थान पर विद्युक्ति होने के लिये प्रसाद, विकाने का अनुकंद हानू होता है, पहले या इस तरह की निद्युक्ति के पहले, लिखित में घोषणा होनी, बाहे वह या वे है वा सन्द (१) में संबर्धित किसी भी तरह से कंपनी के निदेशक से संबंधित नहीं है.
	(५) कोई कार्यालय या स्थान सन्छ (१) के अर्थ सहित कंपनी के अंतर्गत कार्यालय या लाभ के स्थान का होना समझा नायेना -
	(ए) निदेशक द्वारा कार्यालय या स्थान को धारन करने की दशा में, बाँदे निदेशक इसे कंपनी से प्राप्त करके धारन करता है, कुछ भी प्रतिफल प्राप्त करके निसमें वह इस तरह के निदेशक का हकदार है, चाहे वेतन, फीस, कमीशन, अनुसाध, किसी परिसर को निवास स्थान ना अन्यका के तौर पर बिना किराचे के कको का अधिकार,
	(बी) विदेशक के अलावा व्यक्ति या किसी फर्ज जिबी कंपनी द्वारा या अन्य निगमित निकाय द्वारा कार्यालय वा स्थान को धारण करने के मामने में, बदि व्यक्तिमत कर्म, मिनी कंपनी या निगमित निकाय कंपनी से प्राप्त करके धारण करती है, कुछ भी प्रतिकत के द्वारा, चाड़े देतन, फीत, कमीशन, अनुलान, किसी परिसर को निवास स्थान या अन्यथा के तीर पर बिना किराने के कच्चे का अधिकार,
	(६) उप-खण्ड-(१) में बिहित कुछ भी होने के बावजूद भी
	(ए) विदेशक वा प्रबन्धक का कोई भी भा जी दार वा संबंधी नहीं,
	(बी) कोई फर्न नहीं, जिसमें इस तरह के निदेशक या प्रबन्धक या संबंधी भागीदार है.
	(सी) निजी कंपनी नहीं निरमंग इस तरह का निरेशक वा संबंधी या निरेशक या सदस्य है, कंपनी में कोई कार्यालय या लाभ का स्थान धारण नहीं करेगा, जो इस तरह की राशि से कम नहीं कुल मासिक प्रतिफल लाता है, जैसा भी निर्वारित किया वा सकता है, विशेष प्रस्ताव द्वारा कंपनी की पूर्व सहमति एवन केन्द्र सरकार के अनुमोदन को छोड़कर.
	इस संबंध में केन्द्र सरकार के पूर्व अनुमोदन को प्राप्त किये विना कंपनी प्रत्यक्ष या अप्रत्यक्ष ऊप से कोई ऋष देनी वा मास्टी नहीं देनी वा कोई प्रतिभृति प्रदान नहीं करेंगी, किसी अन्य व्यक्ति को वा किसी व्यक्ति द्वारा ऋष के संबंध में -
	(ए) कंपनी का कोई निदेशक या कोई भागीदार या इस तरह के निदेशक का कोई संबंधी,

(बी) कोई फर्न जिसमें इस तरक का कोई निवेशक वा संबंधी भानीदार है,

(सी) कोई निजी कंपनी विस्तका इस तरह का कोई निदेशक, निदेशक या सबस्व है,

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		(डी) साधारण में कोई निगमित निकाय जिसका जिसकी कुल वोटिंग शक्ति का कम से कम २५ प्रतिशत इस तरह के किसी निदेशक या हो या इससे अधिक निदेशकों द्वारा साथ-साथ काम में लिया जा सकता है या
		नियंत्रित किया जा सकता है, या
		(ई) कोई निजमित निकाय निदेशकों का बोर्ड, प्रबन्ध निदेशक या निसका प्रबन्धक, बोर्ड, कंपनी के किसी निदेशक या निदेशकों के निदेशों या निर्देशों के अनुसरण में कार्य करने में अन्यस्त है.
9६३.	कंपनी इत्वादि को म्हण	कंपनी अधिनियम की द्यारा ३७२ए में प्रदान किए जये समान प्रबन्धन के अन्तर्गत किसी तरह का ऋण बनाने, कोई जारंटी देने या कंपनियों द्या निजमित निकायों को कोई प्रतिभृति प्रदान करने के संबंध में कंपनी पर लाजू प्रतिबंध का अवलोकन करेजी.
9६४.	संविदाओं का रजिस्टर जिसमें विदेशक कवि रजते हैं.	(9) कंपनी एक या अधिक रनिस्टर रखेगी जिसमें सभी संविदाओं एवम व्यवस्थाओं के विवरण पृथक से प्रविष्ट किये नार्येमे, जिस पर अधिनियम की धारा २९७ एवम २९९ लागू होती है, निम्नलिखित विवरण उस सीमा तक, जो प्रत्येक मामले में लागू होते हैं:
		(ए) संविदा या व्यवस्था की दिनांक,
		(बी) इसके पक्षों के बाल,
		(सी) इसकी मूल शर्ते एवम दशायें,
e grad		(डी) संविदा के मामले में जिस पर अधिनियम की धारा २९७ लागू होती है या संविदा या व्यवस्था के मामले में जिस पर अधिनियम की धारा २९९ की उप-धारा (२) लागू होती है, दिबांक जिस पर यह बोर्ड के समक्ष रखा मया था,
		(ई) वोटिंग के लिये एवम संविदा या व्यवस्था के विकद्ध निदेशकों के नाम एवम उनके शेष तटस्थ के नाम.
i i	a Marie de la companya de la company	(२) इस तरह की प्रत्येक संविदा या व्यवस्था का विवरण निस पर अधिनियम की धारा २९७ या जैसा भी मामला हो सकता है, धारा २९९ की उप-धारा (२) लागू हो सकती है, उपरोक्त प्रासंनिक रिजस्टर में प्रविष्ट होगा -
		(ए) बोर्ड की सभा के सात दिनों (सार्वजनिक अवकाश को छोडकर) अन्दर संविदा या व्यवस्था का बोर्ड से अनुमोदन मांगने के मामले में जिसमें संविदा या व्यवस्था का अनुमोदन होता है,
		(बी) किसी अन्य संविदा वा व्यवस्था के मामले में , इस तरह की अन्य संविदा या व्यवस्था के विवरण के कंपनी के पंजीकृत कार्यालय में प्राप्ति के सात दिनों के अन्दर किसी अन्य संविदा या व्यवस्था के मामले में या इस तरह की अन्य संविदा या व्यवस्था की दिनांक को ३० दिनों के अन्दर, जो भी बाद में आये, एवम बोर्ड की आमामी सभा में रिनस्टर रखा नायेगा एवम तब सभा में उपस्थित निदेशको द्वारा हस्ताक्षर किये नायेंगे.
	. :	(सी) कंपनी के पंजीकृत कार्यालय में रिजस्टर रखा जायेगा,एवम इस तरह के कार्यालय में यह बिरीक्षण के लिये खुला होगा एवम वहां से निष्कर्ष एवम इसकी प्रतियां ली जा सकती है, कुछ सीमा तक कंपनी के किसी सदस्य द्वारा मांगी जा सकती है, इसी तरीके से, एवम कंपनी के सदस्यों के रिजस्टर के मामले में समान फीस के भुगतान पर एवम तदनुसार अधिनियम की धारा १६३ के प्रावधान लागू होंगे.
		(३) उपरोक्त रिनस्टर निर्दिष्ट भी होगा, कंपनी के प्रत्येक निदेशक के संबंध में, फर्म एवम निगमित निकाय के नाम, निसका नोटिस उसके द्वारा अधिनियम की धारा २९९ की उप-धारा (३) के अन्तर्गत दिया गया है.
		(४) माल, सामग्री या सेवाओं के विक्रय, क्रय या आपूर्ति के लिये कोई संविदा या व्यवस्था में उत्पन्न (१), (२) एवम (३) लागू मही होंगे, यदि इस तरह के माल या सामग्री का मूल्य या इस तरह की सेवाओं की लागत, किसी वर्ष में कुल एक हजार ऊपये से ज्यादा मही है.
	**************************************	विदेशकों का रोटेशब एवन बिजुक्ति
9६५.	विदेशक कंपनियों के विदेशक हो सकते हैं, कंपनी द्वारा प्रवर्तित	निदेशक हो सकता है या किसी कंपनी का निदेशक बन सकता है जिसमें यह विक्रेता, अंशधारक, या अन्यथा के तौर पर ऊषि रख सकता है, एवन इस तरह का निदेशक इस तरह की कंपनी के निदेशक या अंशधारक के तौर पर कोई लाभ प्राप्त करने के लिये उत्तरदायी नहीं होगा, इसमें अब तक अधिनियम की धारा ३१४ या धारा ३०९(६) लागू हो सकती है.
9६६.	बिदेशकों का रोटेशब	निदेशकों की कुल संख्या के २/३ से कम मही होगा -

		होती है एवम
		(बी) अनुच्छेद में अन्यथा संग्रह जय से प्रदान, साधारण सभा में कंपनी द्वारा नियुक्त हो.
Ę (0 .	विनेशकों की सेवानिवृद्धिः	अधिनयम की धारा २५६ एवम अनुष्केद १४६, १४४ एवम १४५ के प्रावधानों के अधीन, कंपनी की प्रत्येक वार्षिक साधारण सभा में, उस समय के लिये इस तरह के निर्देशकों का १/३, रोटेशन द्वारा सेवानिवृत्ति के लिये उत्तरवाधी होता है वा बीद उनकी संस्था तीन नहीं है वा तीन का नुणाकार गृही है, १/३ के आसपास संस्था कार्यालय से सेवानिवृत्त होने कि विशेषक, मनोनित निवेशक, विशेष निवेशक, एवम अनुष्केद १८० के अधीन, प्रवच्य निवेशक वा पूर्णक्रांतिक निवेशक, वाह्न कोई हो, इस अनुष्केद के अन्तर्नत सेवानिवृत्त के अधीन, प्रवच्य निवेशक हारा सेवानिवृत्त हो सेवानिवृत्त हो हो निवेशक की संस्था के अधीन नहीं होने एवम रोटेशन द्वारा सेवानिवृत्त हो रहे निवेशक नार्येने इस अनुष्केद में अधीनिवृत्त हो रहे निवेशक नार्येने इस अनुष्केदों में, 'सेवानिवृत्त हो रहे निवेशक का अर्थ है रोटेशन द्वारा सेवानिवृत्त हो रहे निवेशक नार्येने इस अनुष्केदों में, 'सेवानिवृत्त हो रहे निवेशक का अर्थ है रोटेशन द्वारा सेवानिवृत्त हो रहे निवेशक नार्येन के वावव्यूद भी, मेर-रोटेटिंग निवेशक की संस्था के प्रतान में, सरकारी निवेशक, कि संस्था के प्रतान में, सरकारी निवेशक, कि संस्था महत्त्व के संस्था के प्रतान के प्रतान के स्वावित्य का स्वावित्य नारा सेवानिवृत्त होने, आधिनिवन की वारा २५५ की आवश्यकता के पालन के तीर पर.
) §C.	रोडेशन अस्य संस्थानिकृत होने वाले विदेशको का पता समाना एकम दिवितानों को महमा	प्रत्येक वार्षिक साधारण सभा में अनुष्येद १६९ के अनार्मत रोटेशन द्वारा सेवानिवृत्त होने वाले निवेशक वे होंगे, जो उनकी अंतिम नियुन्तित के बाद कार्याजय में क्षेत्र रामच से हैं, किन्तु उममें से उसी दिन जिसे निवेशक बनता है, उममें से कीन सेवामिवृत्त होंगे, क्रिफॉक्ट में एवंग उमके मध्य किसी अनुष्य के अधीन, बहुत द्वारा निर्धारित हो.
9६९.	फिर से पुनाब के किये बाबता	सेवाबिद्दत्त हो रहे बिदेशक फिर से चुबाव के ज़िये पात्र होंगे.
960.	रिवती को नरने के क्रिये कंपनी	अधिनियम की थारा २५८, २५९ एवम २८४ के अधीन, सामान्य सभा में कंपनी, निसमें उपरोक्त अनुसार दशा में सेवानिवृत्त होने वाला बिदेशक, सेवानिवृत्त निदेशक वा इसमें किसी अन्य व्यक्ति की नियुक्ति हारा रिक्ती को भर सकते हैं.
969.	तिसुरिता की पूक में प्राथकान	(ए) बंदि सेवानिवृक्त हो रहे विदेशक का स्थान इस तरह से मार्ट भरा माता है एवन सभा रिक्ती को नहीं भरने को स्पष्ट कप से नहीं सुलझाती है, सभा अनले सप्ताह के उसी दिन तक स्थनित होनी, उसी समय एवन उसी स्थान पर, या उस दिन सार्वजनिक घुट्टी है, अनले अनुवर्ती दिन तके, विस दिन सार्वजनिक घुट्टी नहीं है, उसी समय एवन स्थान पर.
		(बी) वदि स्थनित समा भी, सेवानिवृत्त हो रहे सदस्य की बन्ह को बही भरती है एवन वह सभा भी रिक्ती के बही भरते को स्पष्ट कप से नहीं सुलकाती है, सेवानिवृत्त होने वाला निवेशक स्थनित सभा में पुनर्भिवृत्त हो नवा है ऐसा समझा नाचेना, जब तक नहीं -
		(i) इस तरह के बिरेशक की पुनर्नियुक्ति के लिये इस सभा में एवन पिछली सभा में रखा मना एवन खोका,
		(ii) सेवानिवृत्त होनेवाला सबस्य, कंपनी को संबोधित लिखित नोटिस वा इसके निदेशकों के बोर्ड को इर तरह की पुनर्नियुक्ति के लिये उसकी अनिष्ण को व्यक्त करना,
		(iii) वह योज्य नहीं है वा नियुक्ति के लिये अयोज्य है,
		(iv) प्रस्ताव, बाहे विशेष या साधारण, उसकी बियुक्ति या पुनर्बियुक्ति के लिये आवश्यक है, अधिनियम व किसी प्रावधान के सदाचार द्वारा, या
2.5		(∨) अधिनियम की थारा २६३ की उम-थारा (२) का परंतुक मामले में लानू होता है.
965.	जंगके विशेशकों की संख्या को का काकी है वा का सकती है वा किसी विशेशक को हार सकती है	अधिनिकन की धारा २५२, २५५ एवम २५९ के प्रायवानों के अधीन, कंपनी, समय-समय पर साधार प्रस्ताव द्वारा, निरेशकों की संस्का को वका या काय सकती है, एवन बोम्बल को निर्वारित वा वकत सकती है
963.	विदेशकों की विद्ववित के तित्वे व्यक्तिमध्य क्रम से मतस्यक होगा	
		(२) इसके सन्द (१) के उन्होंबन में सावा जाने वाला प्रस्तान शन्य होगा, चाहे इसके सावे जाने के सग कोई विरोध नहीं हुआ था, बशर्ते कि नहां इस तरह का प्रस्ताव पारित किया बाता है, सेवानिवृत्त हो र

		निदेशक की स्वचालित पुनर्नियुक्ति के लिये कोई प्रावधान पारित नहीं होता है, पहले प्रदान की गई मूल नियुक्ति की चूक में, लागू होगा.
		(३) इस अनुष्टेद के उद्देश्य के लिये , व्यक्तियों की नियुक्तित के अनुमोदन के लिये प्रस्ताव , या नियुक्ति के लिये व्यक्ति को मनोनीत करने के लिये , उसकी नियुक्ति के लिये प्रस्ताव के तौर माना जायेगा.
968.	कुछ मामलों को कोडकर विदेशकों के कार्यालय के तिखे उम्मीदवारी का बोटिस	(१) कोई भी व्यक्तित, सेवाबिवृत्त होबे वाला बिदेशक, किसी साधारण सभा में बिदेशकों के कार्यालय में चुनाव के लिये योग्य नहीं होगा, जब तक उसको या कुछ अन्य सदस्य उसको प्रस्तावित करने के इच्छुक नहीं होते, सभा से पहले कम से कम १४ दिनों में, लिखित में ब्रोटिस कंपनी के कार्यालय में छोडता है, बिदेशक के कार्यालय के उसकी उम्मीदवारी उसके हाथ के अंतर्गत प्रकट करना, या कार्यालय के लिये बिदेशक के तौर पर उसका प्रस्ताव के लिये इस तरह के सदस्य का इरादा, जैसा भी मामला हो सकता है, ऊपये पांच सौ की जम्म के साथ, जो इस तरह के व्यक्ति को वापस की जायेगी या जैसा भी मामला हो सकता है, इस तरह के सदस्य को, यदि व्यक्ति बिदेशक के तौर पर चुनाव प्राप्त करने में सफल होता है.
		(२) निदेशक के कार्यालय के लिये इसके सदस्यों की उम्मीदवारी के व्यक्तियों को सूचित करेगी या इस तरह के व्यक्ति के प्रस्ताव पर सदस्य का इरावा, इस कार्यालय के लिये प्रत्याशी के तौर पर, सदस्यों को व्यक्तिगत नेतिस भेनकर, सभा के १४ दिनों से पहले. बशर्ते कि यह कंपनी के लिये आवश्यक नहीं होगा कि वह उपरोक्तानुसार सदस्यों को व्यक्तिगत नोटिस भेने, यदि कंपनी इस तरह की उम्मीदवारी या इरादे का प्रवार करती है, सभा के सात दिन पहले, उस स्थान में कम से कम दो समावारपत्रों में प्रसारित करके, नहां कंपनी का पंजीकृत कार्यालय स्थित है, जिसमें से एक अंग्रेनी भाषा में प्रकाशित किया नाता है एवम उस स्थान की स्थानीय भाषा में प्रकाशित किया नाता है.
		(३) निदेशक के कार्यालय के लिये प्रत्याशी के तौर पर प्रस्ताव करने वाला प्रत्येक व्यक्ति (रोटेशन द्वारा सेवानिवृत्त हो रहे निदेशक के अलावा, या व्यक्ति नो अधिनियम की घारा २५७ के अंतर्गत कंपनी का कार्यालय छोडता है, निदेशक के कार्यालय के लिये उसकी उम्मीदवारी प्रकट करना) निदेशक के तौर पर कार्य करने के लिये लिखित में उसकी सहमति कंपनी में फाईल करेगा एवम हस्ताक्षर करेगा, यदि नियुक्त किया जाता है.
	,	(४) व्यक्ति, के अलावा -
		(ए) बिदेशक, रोटेशब द्वारा सेवानिवृत्ति के बाद पुनर्नियुक्ति या कार्यालय की उसकी टर्न के समाप्त होने पर तुरंत, या
		(बी) अतिरिक्त या वैकल्पिक निदेशक या निदेशक के कार्यालय में आकरिमक रिक्ती भरने वाला व्यक्ति, अधिनियम की धारा २६२ के अन्तर्गत, निदेशक के तौर पर नियुक्ति या अतिरिक्त या वैकल्पिक निदेशक के तौर पर नियुक्ति या अतिरिक्त या वैकल्पिक निदेशक के तौर पर नियुक्ति, कार्यालय की उसकी टर्म के समाप्त होने पर तत्काल, कंपनी के निदेशक के तौर पर कार्य नहीं करेगा, जब तक इस तरह के निदेशक के वार्य के किये लिखित में उसकी सहमति पंजीयक के यहां उसकी नियुक्ति के ३० दिनों के अन्दर हस्ताक्षरित किया है एवम फाईल नहीं करता है.
964.	विदेशकों का रिकट्टर इत्यादि एवन परिवर्तन की अधियुषना के लिए रिकटटर	(9) अधिनियम की थारा ३०३ में दशार्चे अनुसार कंपनी इसके निदेशकों एवम अन्य व्यक्तियों के विवरण को निहित करते हुए रजिस्टर इसके पंजीकृत कार्यालय में रखेंगे एवम इस तरह के रजिस्टर में निर्दिष्ट विवरण में निहित रिटर्न पंजीयक को भेनेंगे, एवम अन्यथा सभी तरह से कथित थारा के प्रावधानों का पालन करेंगे.
	बिदेशकों की अंशधारिता का रिवस्टर	(२) कंपनी इसके प्रत्येक निदेशक के संबंध में दर्शाते हुए रिनस्टर पंजीकृत कार्यालय में रखेगी यथा संख्या, विवरण एवम कंपनी के किसी अंश या डिबेन्चर्स की राशि या कंपनी की सहायक कोई अन्य निगमित निकाय कंपनी की धारण कंपनी, जो उसके द्वारा धारण की गई है या उसके विश्वास में या निसका उसके पास धारक होने का कोई अधिकार है, चाहे भुगतान पर या नहीं, अधिनियम की धारा ३०७ द्वारा आवश्यक तौर पर. इस तरह का रिनस्टर अधिनयम की धारा ३०७(५) द्वारा आवश्यक तौर पर कंपनी के किसी सदस्या या डिबेन्चर्स धारक द्वारा निरीक्षण के लिये खुना रखा नायेगा.
964.	किसी अन्य निवनित निकाय में विद्युवित के संबंध में विदेशक डारा खुनासा	प्रत्येक निदेशक (अधिनियम की धारा ३०३ की उप-धारा (१) के स्पष्टीकरण के सदाचार द्वारा कंपनी का निदेशक होना समझा जाने वाला व्यक्ति सम्मिति), प्रबन्ध निदेशक, प्रबन्धक या कंपनी का सिव, जो नियुक्ति है या निदेशक, प्रबन्ध निदेशक, प्रबन्ध निदेशक, प्रबन्ध निदेशक, प्रबन्ध निदेशक, प्रबन्ध को उसकी नियुक्ति है या निदेशक, प्रबन्ध निदेशक, प्रबन्ध को या किसी नियमित निकाय को सिव के कार्यालय को, उसकी नियुक्ति के ३० दिनों के अन्दर त्यागेगा, या नैसा भी मामला हो सकता है, इस तरह के कार्यालय का त्याग, अन्य नियमित निकाय में कार्यालय से संबंधित विवरण का खुलासा कंपनी को करना, नो अधिनियम की धारा ३०३ की उप-धारा (१) के अन्तर्गत निर्दिष्ट करने की आवश्यकता होती है.
900.	कंपनी के अंशों एयम डिनेन्चर्स की उनकी थारिता का निदेशकों डारा जुलासा	अधिनियम की धारा ३०७ की उप-धारा (१०) के सदाचार द्वारा कंपनी का निदेशक होना समझा नाने वाला प्रत्येक निदेशक एवम प्रत्येक ष्वक्ति, उसके संबंध में इस तरह के मामले के बारे में कंपनी को बोटिस देगा, इस धारा के प्रावधानों का पालन करने के लिये कंपनी को समर्थकारी करने के उद्देय के लिये आवश्यक हो सकता है. इस तरह का कोई नोटिस लिखित में दिया नायेगा एवम यदि यह बोर्ड की सभा में नहीं दिया नाता

		है, नोटिस देने दाला व्यक्ति वह युरक्तित करने के लिये सभी वर्योचित कदन उठायेगा कि वह ऊपर लाया जाता है एवन पढ़ा जाता है, कोई की पहली सभा में, इसके दिये जाने के बाद.
		प्रबन्ध विदेशक - पूर्वकातिक विदेशक
PIGC.	बोर्ड प्रबच्य विवेशक बा पूर्वकातिक विवेशक की नियुचित कर सकता है	धारा २६९ के प्रावधानों एवन अन्य लागू प्रावधानों एवन इन धाराओं के अधीन, निदेशकों को समय-समय पर, कंपनी के एक या अधिक प्रवस्थ निदेशक वा प्रवस्थ निदेशकों वा पूर्वकालिक निदेशक वा पूर्वकालिक निदेशकों को लिये, किसी समय पांच वर्षों से ज्यादा नहीं, जैसा वे उदित समझे, कंपनी के मानलों एवन क्षक्ताय का प्रवस्थ करना एवम समय-समय पर (उसके या उनके एवम कंपनी के मध्य किसी संविदा के प्रावधानों के अधीन) उसको कार्यात्वव से हटाना या वर्जात्व करना वा अन्य के निद्वत्वत करना वा अन्य के कार्यात्व के उसके वा उनके स्थान या स्थानों पर. प्रवंध निदेशक / मुज्य कार्यकारी अधिकारी की निवासत, नवीनीकरण एवन समापित वोई द्वारा की जायेगी, समय-समय पर इस संबंध में एफ.एम.सी. द्वारा कारी निर्देशों / परिपन्नी / विश्वविदेशों के अधीन.
देगांक र	० वक्कर, २०१२ को आप	ोबित असाबारन समा में आर्टिकत १७८ में विशेष प्रस्ताव पारित करके बच्छाय.
१७९.	কৰা সাব্ধান চন্ট স্থান ডিন নাবঁন	अधिनियम एवम उनके अनुस्तेवों के प्रावधानों के अधीन, प्रबन्ध निदेशक या पूर्णकालिक निदेशक नहीं करेगा, जब तक इस कार्यालय को चारण करना जारी रखता है, अनुस्तेव १६९ के अंतर्जत रोटेशन द्वारा सेवानिवृत्ति के अधीन हो, किन्यु अनुस्तेव १६९ में समान क्रम से प्रवान, वह उसके एवम कंपनी के मध्य किसी संविदा के प्रावधानों के अधीन होता, पंजीकरण एवम कंपनी के अध्य निदेशकों के तौर पर हटाने के तौर पर समान प्रावधानों के अधीन हो, एवम वह इसी बात से एवम तत्काल प्रबन्ध निदेशक या पूर्णकालिक निदेशक को किसी कारण से बन्द करेगा, बशतें कि यदि किसी समय निदेशकों की संख्या (प्रबन्ध निदेशक या पूर्णकालिक निदेशक या पूर्णकालिक निदेशक सिवेविविद्या सेविविवृत्तित के अधीन नहीं होता है, उस समय के लिये निदेशकों की खुल संख्या का १/३ से ज्यादा होगा, तब इस तरह का प्रबन्ध निदेशक या पूर्णकालिक निदेशक को तौर पर, समय-समय पर निव्यंतित कर सकते हैं, अनुस्तेव निदेशक अनुसार रोटेशन द्वारा सेविविवृत्तित के लिये दावी नहीं, उस समय के लिये निदेशकों की सुक संविद्या के १/३ से ज्यादा रोटेशन द्वारा सेविविवृत्तित के लिये दावी नहीं, उस समय के लिये निदेशकों की सुक संख्या के १/३ से ज्यादा नहीं होगा.
960.	प्रसम्बद्धीय वा पूर्वकातिक विदेशक/ विदेशकों का पारिजनिक	प्रबन्ध निदेशक या पूर्वकालिक निदेशक का पारिवनिक (धारा ३०९, ३११ एवन अधिनियन के अन्य लाग् प्रावधानों एवन इन अनुकोरों एवन उसके एवन कंपनी के लग्न किसी संविदा के अधीन) समय-समय पर निदेशकों द्वारा निवत किया जायेगा एवन फिक्स देतन एवन/व्य अनुलाभ वा कंपनी के लागों पर कमीशन या इस तरह के लागों में सहभागिता द्वारा, या बोर्ड की प्रत्ये सभा वा फीस द्वारा या इन सभी माध्यमों द्वारा वा किसी अन्य माध्यम द्वारा, अधिनियन द्वारा स्पष्ट रूप से विविद्ध नहीं.
9 ८9.	प्रवच्याचीय प्रचन/या पूर्वकतिक विदेशक को शक्ति एवन कर्तव्य	बोर्ड के अधीक्षण, नियंत्रण एवन निर्देशन के अधीन, कंपनी का दिन-प्रतिदिन का प्रबन्ध, प्रबन्ध निर्देशक/के एवन/या पूर्णकालिक निर्देशक/कों के तथा में होना, विदेशकों के तथा निर्देशकों के नथा इस तरह वे प्रिदेशकों के नथा इस तरह वे प्रतिदिन के प्रबन्धकीय कार्यों का वितरण बोर्ड की शिवत सित, किसी भी दशा में, बोर्ड द्वारा मैसा मैसा अधित समझा जाये एवम अधिनेयन एवम इनके अनुष्टेतों के प्रावधानों के अधीन, बोर्ड इस तरह के किसी प्रबन्ध निर्देशकों या पूर्णकालिक निर्देशक या पूर्णकालिक निर्देशकों को प्रस्तान द्वारा इस तरह के शिवत प्रवास कर सकता है, वैसा भी उधित समझता है, एवम इस तरह की शवित्तथों के अधीन प्रवास के अवधि या अवधियों के निर्देशकों को प्रति के अधीन, जैस इसे निर्धारित किया जा सकता है, एवम वे अधिनयम के प्रावधानों के अधीन हो सकते है, एवम वे अधुष्टे इस तरह की शवित्तथों प्रवास करते हैं, या तो सर्मातर कप से या अपवर्णन करने के लिये या सभी के लिए प्रतिस्थापन में या निर्देशकों की कोई शवित्तथों, इस आधार पर एवम समय-समय पर इस तरह की सभी या कोई शवित्तथों रद्द की जा सकती है, वात्त की जा सकती है, बदली जा सकती है या निष्ट हो सकती है.
		सिरेशकों के बोर्ड की कार्यवाही
9८२.	ब्दिशकों की समा	(ए) निदेशक समय-समय पर व्यवसाय को प्रेषण करने के निसे बोर्ड के तौर पर साथ में पूरा कर सकते हैं एवम जब तक केन्द्र सरकार अधिनियम की धारा २८% के प्रावधानों के सदाचार के द्वारा अन्यथा निर्देशित गर्र करती है, कम से कम तीन महीने में एक बार तो निर्देशित कर स्वित वर्ष में इस तरह की कम से कम चा सभाओं का आयोजन करेंने. मिदेशक उनकी सभाओं को स्वित कर सकते हैं एवम अन्यथा विनियमित क सकते हैं, जैसा वे उचित जमझे. बोर्ड (इसके गिठत कोई कमिटी सिन्मितित) अपनी सभावें व्यवित्तात कप र या ऑडियो / विडियों / टेलिकॉन्क्रेम्सीम या काबून द्वारा अनुमति प्राप्त किसी अन्य माध्यम से कर सकता है
		(बी) आवृत्ति से संबंधित प्रावधान एवन बोर्ड की समाओं को धारण करने के लिये समय अवधि, तथ्य व कारण द्वारा सिर्फ उल्लंघन किया गया है, ऐसा नहीं समझा जायेगा, कि बोर्ड की सभा जो कि इसके अनुष्केर की शर्तों के अनुपालन में बुलाई मरी थी, कोरम की आवश्यकृता के लिये आयोजित नहीं की जा सकती.
963.	सभा का बोटिस	(१) निरंशकों के बोर्ड की प्रत्येक सभा का बोटिस उस समझ के निये भारत में प्रत्येक निरंशक को लिखित

7	8	की सभा का सम्भन, कंपनी के बोर्ड की सभायें, कम से कम सात दिनों के नोटिस या इस तरह के लघु नोटिस के अनुसरण में आयोजित की नायेगी, जैसा कि निदेशकों द्वारा सहमति दी ना सकती है. बोर्ड की सभा का नोटिस प्रत्येक निदेशक को लिखित में दिया जायेगा, चाहे अनुपश्थित या वैकल्पिक, चाहे भारत में या विदेश में उसके सामान्य पते पर.
		(३) जहां पर निदेशक को सभा का नोटिस दिया जाना आवश्यक होता है, जो कि भारत में नहीं है, तो इस तरह के निदेशक को नोटिस टेलेक्स या फॅक्स या ई-मेल प्रसारण से प्रदान किये गये टेलेक्स या फॅक्स नंबर या ई-मेल पते पर भेजा जायेगा. नोटिस की तामील पहले कार्य दिवस को प्रभावित होनी समझी जायेगी, जिस दिन टेलेक्स या फॅक्स या ई-मेल भेजा नाता है.
		(४) बोर्ड की सभा को बुलाने के लिये प्रत्येक नोटिस पूर्ण एवम पर्याप्त विवरण सहित इसमें प्रस्तुत होने वाले कार्य के एजेन्डा को प्रस्तुत करेगा. जब तक अन्यथा उस समय के लिए कंपनी के लिये सभी निदेशकों द्वारा सहमति नहीं दी वाती है, इस तरह की सभा में व्यवसाय की कोई भी वस्तु प्रस्तुत नहीं की जायेगी, जो कि आयोजित की जाने वाली सभा के कथित नोटिस में पर्याप्त एवम पूर्ण विवरण के साथ नहीं कही जयी थी.
9८४.	कोरम	(ए) अधिनियम की धारा २८७ के अधीन, निदेशकों के बोर्ड की सभा के लिये कोरम, इसकी कुल क्षमता का 9/३ होगा (निदेशकों को छोडते हुए, यदि कोई हो, जिनके स्थान उस समय खाली हो सकते है एवम 9/३ में राउन्ड किया जा रहे में कोई अंश निहित) या दो निदेशक, जो भी अधिक हो, बशर्त कि जहां ऊघि वाले निदेशकों की संख्या किसी समय किसी सभा में अधिक होती है या कुल क्षमता का 9/३ के समान होता है, शेष निदेशकों की संख्या (कि कहना है कि उन निदेशकों की संख्या निनकी क्रिय नहीं है), सभा में उपस्थित दो से कम नहीं होना, इस तरह के समय के दरम्यान कोरम होगा.
		(बी) उपण्ड (बी) के उद्देश्य के लिये -
		(i) कंपनी के निदेशकों के बोर्ड की 'कुल कमता' अधिनियम के अनुसरण में निर्धारित की जायेगी, उसमें से निदेशकों की संख्या को कम करने के बाद, चिंद कोई हो, उस समय पर उनकी जगहें खाली हो सकती है, एवम
12.46		(ii) 'ऊचि रखने वाले निदेशक' का अर्थ है कोई निदेशक जिसकी इसके अनुच्छेद १६१ के कारण द्वारा या अधिनियम में किन्ही अन्य प्रावधानों द्वारा नहीं हो सकती है, बोर्ड की सभा के कोरम का गठन करने के उद्देश्य के लिये गणना, किसी मामले पर विचार-विमर्श या वोट के समय.
9८५.	अध्यस	निरेशक समय-समय पर उनके सदस्यों के मध्य से बोर्ड के अध्यक्ष का चुनाव कर सकते हैं. अध्यक्ष सभी सभाओं की अध्यक्षता करेगा. यदि किसी सभा में, इसको धारण करने के लिये नियत समय में अध्यक्ष उपस्थित नहीं होता है, तब सभा में उपस्थित निरेशक उनके सदस्यों में से किसी एक को सभा का अध्यक्ष बनने के लिये चुनेगा.
१८६.	बोर्ड की जना में प्रश्नों पर मिर्जब कैसे किया नारोगा.	अधिनियम की धाराओं ३१६, ३७२(५) एवम ३८६ के प्रावधानों के अधीन, बोर्ड की किसी सभा में उत्पन्न होने वाले प्रश्न वोट के बहुमत द्वारा तय किये जायेंने, एवम वोट की समानता होने की दशा में, अध्यक्ष दूसरा या कारिटेंग वोट देगा.
9८७.	बोर्ड समा की शक्ति	निदेशकों के बोर्ड की सभा, उस समय के लिए, निसमें कोरम उपस्थित है, सभी या किन्ही अधिकारों, शक्तियों एवम विवेकों को कार्यान्वित करने में सक्षम होगी, जो अधिनियम के द्वारा या अधिनियम के अन्तर्गत या इन धाराओं या विनियमों के अन्तर्गत, उस समय के लिये कंपनी में निहित या सामान्यतः निदेशकों के बोर्ड द्वारा कार्यान्वित किये जाने वाले.
9८८.	बिदेशक कमिटी को बिबुक्त कर सकते है	धारा २९२ के प्रावधानों एवन अधिनियम के अन्य समान प्रावधानों एवम इन अनुखेदों के अधीन, निर्देशकों के बोर्ड की कमिटी को नियुक्त कर सकता है, एवन किसी शित्त का प्रतिनिधि कर सकता है, इस तरह की कमिटी या कमिटीयों के नारी डिनेक्स्स एवम बनाई गई कॉल्स की शित्तयों के अलावा एवम समय-समय पर इस तरह की बोर्ड की किसी कमिटी को रद्द कर सकता है या मुक्त कर सकता है, या तो पूर्ण या भाग में, या व्यक्तियों या उद्देश्यों के तौर पर, किन्तु इस तरह बनाई गई बोर्ड की प्रत्येक कमिटी, इस तरह की प्रतिनिधि शित्तयों का कार्य करेगी, किसी भी विनयमों के अनुरूप जो कि समय-समय पर इस पर निर्देशकों के बोर्ड द्वारा लागू किये जा सकते हैं. बोर्ड की इस तरह की किसी किटी द्वारा किये मये सभी कार्य, इस तरह के विनयों अपनिता होटा किये मये सभी कार्य, इस तरह के विनयों समित कार्य कर सम्बन्ध समित्र सम्बन्ध समित्र सम
		विनियमों सहित अनुरूपता एवम उनकी नियुदित के उद्देश्य की पूर्ति में, किन्तु अन्यथा बल एवम प्रभाव में नहीं होगा, यदि बोर्ड द्वारा किया जाता है.
9८९.	समितियों की बैठकें कैसे निषंत्रित की बावे	बोर्ड की इस तरह की समितियों की सभायें एवम कार्यवाहियां दो या अधिक सदस्यों को निहित करते हुए, सभा को विनियमित करने एवम निदेशकों की कार्यवाहियों के लिये इसमें निहित प्रावधानों द्वारा संचालित की जायेगी, अब तक यह इसमें लागू होता है, एवम पूर्ववर्ती अनुच्छेद के अन्तर्गत निदेशकों द्वारा बनाये गये किन्ही विनियमों द्वारा अधिक्रमण नहीं करते है.
980.	कार्वप्रपाली वद कोरम की	यदि बोर्ड की या बोर्ड की समिति की सभा या कोई स्थगन या इसके स्थगनों , कोरम की आवश्यकता के लिये आयोजित नहीं किये जा सकते , तब इस तरह की प्रत्येक मूल या स्थगित सभा इस तरह के दिन , समय एवम
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	आवश्यकता के तिन्वे सभा स्वभित की बाती है	स्थान, जैसा निदेशक या उपस्थित निदेशक इस तरह की सभा के लिये नियत कर सकते हैं, पर समय-समय पर स्थागत होगी.
99.	परिपन्न प्रस्ताव	(१) परिपत्र द्वारा पारित प्रस्ताव, अनुच्छेद १९२ के अर्जात नियुक्त बोर्ड वा बोर्ड की कमिटी की सभा के बिना, इसके उप-सम्ब (२) के प्रावधानों के अधीन एवन अधिनियन वैध एवन प्रभावित होना, निदेशकों की सभा या विधियत बुलाई नई एवन आयोजित की नड़ कमिटी ने विधियत पारित.
		(२) परिसंघरण द्वारा इसके बोई चा कमिटी द्वारा विधियत परित प्रस्ताय समझा जायेजा, यदि प्रस्ताय आवश्यक कानजो तिहत प्रपंत में परिसंघरित किया नया है, यदि कोई हो, तब भारत में सभी विदेशकों को या कमिटी के सभी सदस्यों को (बोई वा कमिटी की सभा के लिये नियत कोरम संख्या में कम नहीं होना, नैसा भी मामला हो सकता है), एवन भारत में सभी विदेशकों या कमिटी के सदस्यों को उनके सामान्य पते पर एवन भारत में इस तरह के निवेशकों एवन कमिटी के सदस्यों द्वारा अनुमोदित किया मया है या उनमें से इस तरह के बहुनत द्वारा प्रस्ताव पर वोट देने के सकदार है.
९२	चोई चा कमिटी के वैश्व कार्य, मिचुबिश में चुडि होने के वासकूर भी	बोर्ड की किसी समा या बोर्ड की कमिटी या किसी अन्य व्यक्ति द्वारा निदेशक के तीर पर किये मचे सभी कार्य, इसके बावनूद भी कि यह बाद में जोजा जावेगा कि उपरोक्ताबुसार इस तरह के एक वा अधिक बिदेशकों या किसी व्यक्ति की निपुर्वित में मुर्टि थी, पूर्वोक्त के अप में कार्य, या कि दे या उममें से कोई अयोज्य थे वा कार्यात्मय जाती था या कि उममें किसी की निपुर्वित अधितिक्षम या इब अनुकोरों में बिहित किसी प्राययानों के सदाबार द्वारा समाप्त होना समझा नाता है, के कप में मान्य हो बंदि इस तरह का प्रत्येक व्यक्ति विधियत निपुर्वित किया जाता है एकम निदेशक होने के तित्ये वोन्य था. इस अनुकोर में कुछ भी प्रदान किया मचा नहीं समझा जावेगा, विदेशक द्वारा किये नदे कार्यों की वैद्यता प्रदान करने के तिये, उसकी निपुर्वित के बाद, कंपनी में अमान्य या समाप्त की गई दर्शायी गयी है.
		चीर्ड की द्रावितानों
93 .	विवेशकों की शस्ति	कंपनी का व्यवसाय बोर्ड द्वारा प्रबंधित किया जावेगा, जो कंपनी की सभी शक्तिवों को काम में से सकता है एवम इस तरह के सभी कार्य एवम बीजें करता है, जो अधिनियम या किसी अन्य अधिनियम या कापन व कंपनी के विधान द्वारा गरी करते हैं, साधारण सभा में कंपनी द्वारा कार्याम्बित किये जाने की आवश्यकता, इन
		अनकोरों में फिर भी निहित, अधिनियम या किसी अन्य अधिनियम वा इस तरह के विनियमों के प्रावधान पर (पूर्वोक्त विनियमों एवम प्रावधानों के साथ अर्समत नहीं किया जा रहा), साधारण सभा में कंपनी द्वार निर्धारित किया जा सकता है, कियु साधारण सभा में कंपनी द्वारा नहीं बनावे मचे कोई विनियम, बोर्ड वं किसी पूर्व के अन्य कार्य को अमान्य करेगा, जो वैध होना बंदि से विनियम नहीं बनावे मचे थे. बोर्ड वं
		शिवता पूर्ण जैसी (आर) अधिनियम, १९५२, एफ.सी. (आर) वियम, १९५४, समय-समय पर वायद बाजार आयोग द्वारा जारी निर्देशों, दिशानिदेशों, के प्रावधानों के अधीग होनी.
वियांक श	० वयम्बर, २०१२ को आ	वेलित असाबारण समा में आर्थिका १९३ में विसेच प्रसास पारित करके बच्चाय.
	० व्यव्यार, २०१२ को आ रितर्ण सम्प्रज्ञों में चोई द्वारा प्रयोग की वाले याती युक्त विशिवत शांतिसावां	(9) इन अनुष्टेदों के अन्तर्गत निदेशकों के बोर्ड में प्राप्त शक्तियां द्वारा बिना अवमृत्यन किये, बोर्ड कंपन की ओर से निम्मतिकित शक्तियों को काम में लेगा एवम वे बोर्ड की समाओं में पारित प्रस्तावों के अथों न सिर्फ कार्य करेंने:
	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(9) इन अनुच्छेदों के अन्तर्गत निदेशकों के बोर्ड में प्राप्त शिव्तर्था द्वारा बिना अवमृत्यन किये, बोर्ड कंपन की ओर से निम्नालिखत शक्तियों को काम में लेगा एवम वे बोर्ड की सभाओं में पारित प्रस्तावों के अवों ने
	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(9) इन अनुष्टेदों के अन्तर्गत निदेशकों के बोर्ड में प्राप्त शक्तियां द्वारा बिना अवमृत्यन किये, बोर्ड कंपन की ओर से निम्मतिजित शक्तियों को काम में लेगा एवम वे बोर्ड की समाओं में पारित प्रस्तावों के अयों ने सिर्फ कार्य करेंने:
	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(१) इन अनुच्छेदों के अन्तर्गत निदेशकों के बोर्ड में प्राप्त शक्तियां द्वारा बिना अवमृत्यन किये, बोर्ड कंपन की ओर से निम्नितिसत शक्तियों को काम में लेगा एवम वे बोर्ड की सभाओं में पारित प्रस्तावों के अनो ने सिर्फ कार्य करेंगे: (ए) अंशाधारकों पर उनके अंशों पर अदल्त राशि के संबंध में कॉल्स बनाने की शक्ति,
	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(१) इन अनुष्येरों के अन्तर्गत निदेशकों के बोर्ड में प्राप्त शिवितयां द्वारा निमा अवमृत्यन किये, बोर्ड कंपन की ओर से निम्मतिकित शिवतयों को काम में लेगा एवम वे बोर्ड की रामाओं में पारित प्रस्तावों के अथों व सिर्फ कार्य करेंगे: (ए) अंशाधारकों पर उनके अंशों पर अदल राशि के संबंध में कॉल्स बनाने की शिवत, (बी) डिबेम्बर्स जारी करने की शिवत,
	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(१) इन अनुष्येरों के अनार्गत निर्देशकों के बोर्ड में प्राप्त शिवित्तयां द्वारा बिमा अवमृत्यम किये, बोर्ड कंपन की ओर से निम्मितिसत शिवतयों को काम में लेगा एवम वे बोर्ड की समाओं में पारित प्रस्तावों के अभी में सिर्फ कार्य करेंगे: (ए) अंशाधारकों पर उनके अंशों पर अदल्त राशि के संबंध में कॉल्स बनाने की शिवत, (वी) डिनेम्बर्स जारी करने की शिवत, (सी) डिनेम्बर्स पर अन्यथा राशियों को उधार सेने की शिवत, (डी) कंपनी की निशियों का निर्देश करने की शिवत, (ई) ऋष लेने की शिवत, बशर्त कि बोर्ड समा में प्रस्ताव पारित कर सकता है, किसी निर्देशकों की कमिटी प्रमुख विदेशक का संघनी से किसी अन्य मुक्स अधिकारी को प्रतिनिधि देकर या शास्ता कार्यालय के मान
	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(१) इन अनुष्येरों के अनार्गत निर्देशकों के बोर्ड में प्राप्त शिवतायां द्वारा बिना अवमृत्यन किये, बोर्ड कंपन की ओर से निम्मतिकित शिवतायों को काम में लेगा एवम वे बोर्ड की समाओं में पारित प्रस्तावों के अभी में सिर्फ कार्य करेंगे: (ए) अंशाधारकों पर उनके अंशों पर अदल्त राशि के संबंध में कॉल्स बनाने की शिवत, (बी) डिनेन्चर्स जारी करने की शिवत, (सी) डिनेन्चर्स पर अन्यथा राशियों को उधार लेने की शिवत, (डी) कंपनी की निश्चियों का निर्वेश करने की शिवत, (ई) ऋज लेने की शिवत, नशर्त कि बोर्ड समा में प्रस्ताव पारित कर सकता है, किसी निर्देशकों की कमिटी प्रवन्ध निर्देशक या कंपनी के किसी अन्य मुक्य अधिकारी को प्रतिनिधि देकर या शास्त्रा कार्यालय के मामा में, शास्त्रा का मुक्य अधिकारी में इस सम्ब के (सी), (डी) एकम (ई) में निर्देश शिवतावां निम्मतिकित उपधाराओं में सीमा तक.
(1416-2 4	सिर्फ सम्प्रजों में चोई द्वारा प्रचोन की नावे वाली कुछ विश्वित	(१) इन अनुच्छेदों के अनार्गत निर्देशकों के बोर्ड में प्राप्त शिवित्तवां द्वारा बिमा अवमृत्यम किये, बोर्ड कंपने की ओर से मिन्यतिक्रित शिवित्तवां को काम में लेगा एवन वे बोर्ड की समाओं में पारित प्रस्तावों के अवों में सिर्फ कार्य करेंगे: (ए) अंशाधारकों पर उनके अंशों पर अदल्त राशि के संबंध में कॉल्स बनाने की शवित, (वी) डिमेन्चर्स जारी करने की शवित, (सी) डिमेन्चर्स पर अन्यथा राशियों को उधार लेने की शवित, (डी) कंपनी की निशियों का निर्देश करने की शवित, (ई) ऋन लेने की शवित, बशर्त कि बोर्ड सभा में प्रस्ताव पारित कर सकता है, किसी निर्देशकों की कमिटी प्रवन्ध निर्देशक वा कंपनी के किसी अन्य मुक्य अधिकारी को प्रतिनिर्देश के प्रतिनिर्देश देकर वा शास्त्रा कार्यालय के मानत में, शास्त्रा का मुक्य अधिकारी में इस सन्य के (सी), (डी) एवम (ई) में निर्दिश्य शवित्तवां निम्मतिक्रित उप धाराओं में सीमा तक. (२) उप-सन्य १(सी) में संदर्भित शवित्र के प्रतिनिर्देश में प्रस्थेक प्रस्ताव, किसी एक समय में बकाया कु

		ऋण की अधिकतम राशि, जो कि व्यक्तिगत मामले में इस तरह के प्रत्येक उद्देश्य के लिये बनाया जा सकता है.
		(५) इन अनुच्छेदों में निहित कुछ भी कंपनी की साधारण सभा में प्रतिबंधों एवक कार्य में ली ना रही दशाओं पर प्रभाव होना नहीं समझा नायेगा, उपरोक्त खण्ड (१) के उप-खण्ड (ए), (बी), (सी), (डी), (ई) के संदर्भ में किन्ही शक्तियों का बोर्ड द्वारा कार्यान्वित करने पर.
984.	बोर्ड की कुछ शक्तियां	अंतिम पूर्ववर्ती अनुच्छेद द्वारा प्रदान की गई साधारण शक्तित्यों बिना पूर्वागर के एवम किसी भी तरह इन शक्तियों पर सीमा या प्रतिबन्ध नहीं एवम अंतिम पूर्ववर्ती अनुच्छेद में बिना पूर्वागर के, इसके द्वारा यह घोषित किया नाता है कि निदेशक को निम्नलिखित शक्तियां होगी, अर्थात शक्तियां -
		(१) कंपनी के गठन, प्रोत्साहन, स्थापना एवम पंजीकरण के लिये लागतों, शुल्कों एवम खर्चो प्रारंभिक एवम आकस्मिक का भुगतान करना,
		(२) अधिनियम की धाराओं ७६ एवम २०८ के प्रावधानों के अन्तर्गत कानूनी रूप से देय किसी कमीशन या ब्याज का कंपनी के पूंजी खाते पर भुगतान करना एवम चार्ज करना,
		(३) अधिनियम की धाराओं २०२ एवम २८७ के अधीन, किसी सम्पत्ति, अधिकारों या विशेषाधिकारों को कंपनी के लिये खरीदना या अन्यथा अधिग्रहण करना, जिसके लिये कंपनी अधिग्रहण करने के लिये अधिकृत है, इस तरह के मूल्य या प्रतिफल पर एवम सामान्यतः इस तरह की नियमों एवम दशाओं पर, जैसा वे उचित समझे एवम इस तरह की किसी क्रय या अन्य अधिग्रहण में, इस तरह के टाईटल स्विकार करना, जैसा निदेशक विश्वास करते हैं या यथोचित संतुष्टि के लिये सलाह दे सकते हैं.
		(४) उनके विवेक पर एवम अधिनियम के प्रावधानों के अधीन, किसी सम्पत्ति अधिकारों या विशेषाधिकारों हारा या कंपनी को प्रदान की गई सेवाओं के लिये मुगतान करना, या पूर्ण या आंशित रूप से, रोकड में या कंपनी के अंशों, बॉन्ड्स, डिबेन्सर्स, जिरवी या अन्य प्रतिभूतियों में, एवम इस तरह का कोई अंश नारी किया ना सकता है या तो पूर्ण प्रदत्त या उस पर इस तरह की राशि को प्रदत्त के तौर पर नमा होना, नैसा भी इस पर सहमित हो, एवम इस तरह के कोई बॉन्ड्स, डिबेन्बर्स, जिरवी या अन्य प्रतिभूतियां दी ना सकती है, या तो कंपनी की पूर्ण सम्पत्ति या सम्पत्ति के किसी भाग पर विशेष रूप से चार्ज द्वारा एवम बिना बुलाई गढ़ पूंनी या इस तरह से चार्ज नहीं,
		(५) कंपनी द्वारा किसी संविदा या व्यवस्था में प्रवेश की सुरक्षा सुनिश्चित करना, कंपनी की सभी या किसी सम्पत्ति पर गिरवी या चार्न द्वारा, एवम इसकी उसकी अनकॉल्ड पूंजी के लिये उस समय के लिए या इस तरह की दशा में, जैसा वे उचित समझे,
		(६) किसी सदस्य द्वारा स्विकार करना, ताकि कानून द्वारा आझा हो सकती है, उसके अंशों का या उसके किसी भाग का समर्पण करना, इस तरह की शर्ता एवम दशाओं पर जो सहमत हो सकेगी,
		(७) कंपनी से संबंधित किसी सम्पत्ति को कंपनी के लिये ट्रस्ट में स्विकार एवम धारण करने के लिये किसी व्यक्ति को नियुक्त करना, या जिसमें उसकी रूपि हो या किसी अन्य उद्देश्यों के लिये, एवम इस तरह के सभी विलेखों एवम बीजों का निष्पादन करना एवम करना, इस तरह के ट्रस्ट के संबंध में जिसकी आवश्यकता हो सकती है, एवम इस तरह के न्यासी या न्यासियों को प्रतिफल के लिये प्रदान करना,
		(८) कंपनी या इ सके अधिकारियों के विरुद्ध किसी कानूनी कार्यवाही को स्थापित करना, संचालन करना, रक्षा करना, संचोजित करना या त्याग देना या अन्यथा कंपनी से संबंधित कार्य करना, एवम किसी बकाया ऋष के संतोषजनक भुगतान के लिये तय करना या भुगतान के लिये समय प्रदान करना. कंपनी द्वारा या कंपनी के विरुद्ध कोई दावा या मांग, एवम किसी भिन्न पंच निषये के लिये संवर्धित करना, या तो भारतीय कानून के अनुसार या विदेशी कानून के अनुसार एवम या तो भारत में या विदेश में एवम निगरानी करना एवम इसमें बनाये गये कार्य करना या वैलेम्ब करना एवम अवार्ड करना.
		(९) दिवालियापन से संबंधित सभी मामलों में कंपनी की ओर से कार्य करना.
		(90) रिसीप्ट बनाना या प्रदान करना, कंपनी को प्रय राशियों के लिये रिलीज एवम डिस्वार्ज एवम कंपनी के स्वयं के नाम से दावों एवम मांगों के लिये,
		(११) अधिनियम की धारा २९२, २९३ (१), २९५, ३७२ए एवम ३७३ के प्रावधों के अधीन, निवेश करना एवम कंपनी की किन्ही राशियों के साथ सौदा करना, जिसकी इसके उद्देश्य के लिये कंपनी को तुरंत आवश्यकता नहीं है, इस तरह की प्रतिभृति पर (इस कंपनी के अंशों का नहीं होना) या बिना प्रतिभृति के एवम इस तरह की दशा में, जैसा वे उचित समझे, एवम समय-समय पर इस तरह के निवेशों को रिलिज में तब्दील करना. अधिनियम की धार ४९ में प्रदान किये अनुसार सेव, सभी निवेश कंपनी के स्वयं के नाम पर बनाये जायेंगे एवम धारण किये वार्येगे,
		(१२) कंपनी की ओर से एवम कंपनी के नाम पर किसी निदेश या अन्य व्यक्ति के पक्ष में निष्पादित करना,

को किसी व्यक्तिनत दायित्व हो ले सकता है या लेने वाला है, चाहे स्यूरिटी के मूल पर, कंपनी के लाभ के लिये, कंपनी की संपतित की इस तरह की निरवी (वर्तमान में एवन भविष्य में) नैसा वे अचित समझे, एवन इस तरह की निरवी में विक्रय की शक्ति एवम अन्य शक्तियां, प्रावधान, पारस्परिक संविदा या अनुबंध निरितत हो सकते है, जैसा कि सकति होगी,

- (9३) समय-समय पर विश्वरित करना कि कंपनी की ओर से बिल, नोट्स, रिसीप्ट्स, एक्सेप्टेम्स, पूछांकन, वैक्स, लामांश वारंट, रिजीव, संविदा एवम दस्तावेनों हस्ताक्षर करने को कौन हकदार होना एवम इस तरह के उददेश्य के लिये आवश्यक अधिकार देना,
- (१४) कंपनी के स्टाफ के मध्य बोबस वितरीत करमा, कंपनी के लाओं में अंश अंशों के संबंध में, एवम कंपनी द्वारा मिथोमित किसी किसी कार्यालय वा अन्य व्यक्तित को किसी विशेष व्यवसाय वा लेमदेन पर लाओं में कमीशन देना, एवम कंपनी के कार्यशील जर्चों के तौर पर इस तरह के बोमस वा कमीशन वार्ज करमा,
- (९%) कंपनी के निदेशकों वा एक्स-निदेशकों वा कर्मचारियों या एक्स-कर्मचारियों एवम उनकी परिनयों, विधवाओं एवम परिनरों वा आनितों या इस तरह के व्यक्तिवों से संबंधितों के कल्याण के लिये प्रवान करना, भवन द्वारा द्वा घरों के भवनों में खेनदान द्वारा, आवाज या चान या राशि के अनुदान द्वारा, पेन्शन, ग्रेन्यूटी, भत्ते, बोनस वा अन्य भुगतान, या बनाने द्वारा एवम समय-समय पर प्रविद्वेट फन्ड में सदस्वता या सर्वोग देना एवम अन्य एसोसिएशन, संस्थाओं, फन्च्स, या ट्रस्ट एवम संस्थाओं के निवास की ओर सदस्वता या सर्वोग प्रदान करने के द्वारा, एवम रिक्रीएशन, अस्पतान एवम द्वित्रीम्मरी, विकित्सा अन्य उपस्थित एवम अन्य सर्वाया, जैसा बोर्ड उचित समझेना, एवम अस्पतान के धारा २९३(१)(सी) के प्रावधानों के अधीन, सदस्वता सर्वोग वा अन्यथा द्वारा सहावता, वार्तिक, वेद्वानिक, राष्ट्रीय एवम अन्य संस्थान ऑक्टोक्ट में गारंटी राशि देना, नो किसी नैतिक या अन्य वार्व को कंपनी द्वारा सहयोग होगा, या तो स्थानीय संचालनों के कारम या अन्यता या सामान्य उपयोगिता वा अन्यथा,
- (१६) किसी जामांश की सिफारिश करने से पहले, अधिनियम की धारा २०५ के प्रावधानों के अधीन, इस तरह की राशि के लिये कंपनी के जामों को रद्द करना, जैसा भी उचित समझे, मूल्य हांस वा मूल्य हांस फण्ड के लिये, वा बीमा फण्ड, वा सुरक्षित फण्ड वा सिल्मीम फण्ड वा

आकरिमकताओं का सामना करने के लिये विशेष फण्ड या डिबेम्बर्स वा डिबेम्बर्स स्टॉक का पूर्वभूवतान या विशेष लाभांशों के लिये या सामांशों को समाम करने के लिये या कंपनी की सम्पत्तियों की मरम्मत, सुवार, विस्तार एवम रकरजाव के लिये वा इस तरह के उन्देश्यों के लिवे (पूर्ववर्ती सन्द में संदर्भित उद्देश्य सिम्मिलित), जैसा बोर्ड उनके एकमान विवेक के आधार पर बंपनी के हित के लिये सहायता देवेवाला समझे, एवन अधिनियम की धारा २९२ के अधीन, कई राशियों का बिवेश करना, रदद करना या इससे अधिक, निवेश करने के लिये जैसा आवश्यक हो, इस तरह के निवेश एवन निपटारे पर, एवन कंपनी के लाभ के लिये इसके किसी भाग या पूर्ण को लागू करना या व्यय करना, इस दशा में एवम इस तरह के उद्देश्यों के लिये, जैसा बोर्ड उसके एकमात्र विवेक से कंपनी के हित में सहायता देनेवाला समझे, इसके बावनूद भी, मामले जिसको बोर्ड लागू करता है वा जिसको दे व्यव करते है या इसके किसी भाग को, मामला इस पर हो सकता है, जिस पर कंपनी की पूंजी राशियां लाजू होती है या खर्च की जा सकती है, एवज रिजर्व एन्ड को इस तरह के विशेष फण्ड में विमानित करना, जैसा कंपनी उचित समझे, पूर्व या इसके किसी भाग को रिनर्व फण्ड या रिजर्व फण्ड के भाग अन्य रिजर्व फण्ड में एवन/या रिजर्व फण्ड के भाग का हस्तांतरन करने का पूर्ण अधिकार एवम उक्त फन्ह्स में सिम्मिलित सभी या किसी सम्पत्ति निवोजित करने की पूर्व शक्ति, निसमें सिम्मिलित मूल्य हांस फुन्ड, कंपनी के व्यवसाय में या डिबेम्बर्स या डिबेम्बर्स स्टॉक की सरीद वा पुर्नभुगतान में, एवम बिना बाध्य हुए इसको अन्य सम्पतितयों से पृथक रखना एवन विना बाध्य हुए इस पर ब्यान का मुनतान करमा, शक्ति सहित यद्यपि, बोर्ड के विवक पर, इस तरह के फब्द्स ब्यान इस तरह की दर पर भुमतान करना या अनुसति देना, जैसा भी बोर्ड उचित रामझे, प्रति वर्ष ९ प्रतिशत से ज्यादा नहीं,

- (१७) इस तरह के विदेशकों, सामान्य प्रबन्धकों, प्रवासकों, सिंघवों, सहायकों, पर्ववेशकों, वैज्ञानिकों, तकनीशियकों, अभिवासिकों, परामर्शवासाओं, कानूनी, विकित्सकीय या आर्थिक सलाहकारों, अनुसंधानकर्ताओं, मनदूरों, लेवरों, लिपिकों, अभिवासीओं एवन मीकरों नियुक्त करना एवन उनके विदेक पर हटाना या विलंबित करना, स्थायी, अस्थायी एवन विशेष सेवाओं के लिये, समय-समय पर जैसा उचित समझे, एवन उनके वेतन, भत्ते एवन प्रतिकत निवत करना, एवन इस तरह की राशियों एवन इस तरह के उदाहरण में आवश्यक प्रतिमृति, जैसा वे उचित समझे, एवन समय-समय पर कंपनी के प्रबन्धन एवन कार्यों के लेवदेन के लिये भी प्रदान करे, इस मामले में भारत या कहीं भी किसी विशिष्ट क्षेत्र में, जैसा भी उचित समझे, एवन आमानी निम्मितिकत उप-सम्बं में निहित प्रावधान, विना पूर्वाबह के इस उप-सम्ब हारा प्रदान सामान्य शरित,
- (१८) किसी स्थानीय कानून की आवश्यकताओं का पालन करना, विसने उनके विचार में, यह कंपनी के हित में पालन करना आवश्यक एवन समीचीन होगा,
- (१९) समय-समय पर एवम किसी भी समय किसी स्थानीय बोर्ड को स्थापित करना, कंपनी के किसी भी कार्य का प्रबन्ध करने के लिये, भारत या कही भी किसी निर्दिष्ट इलाके में, एवम किसी व्यक्ति को इस तरह के स्थानीय बोर्ड के सदस्य के तीर पर नियुक्त करना, एवम उसका प्रतिफल नियत करना,
- (२०) अधिनियम की वारा २९२ के अथीन, समय-समय पर, एवम किसी भी समय, इस तरह से नियुक्त

किसी व्यक्ति को प्रतिनिधि देना, कोई शक्ति, अधिकार एवम विवेक, बोर्ड में निहित किसी समय के लिये, उनकी शक्ति के अलावा, कॉल्स बनाने या ऋष लेने या राशि ऊधार लेने, एवम इस तरह के स्थानीय बोर्ड को किसी समय के लिये सदस्य को अधिकृत करना, या उनमें किसी से इसमें कोई रिक्ती भरना, एवम कार्य करना, रिक्तियों के होने के बावजूद भी, एवम इस तरह की नियुक्ति या प्रतिनिधि इस तरह की शर्ती एवम दशाओं के अथीन किया जा सकता है, जैसा बोर्ड उचित समझे, एवम बोर्ड किसी भी समय इस तरह से नियुक्त किसी व्यक्ति को हटा सकता है, या वार्षिक या इस तरह के किसी प्रतिनिधि से भिन्न कर सकता है,

- (२१) किसी भी समय एवम समय-समय पर, मुख्तारनामा द्वारा, कंपनी की मुहर के अन्तर्गत, किसी व्यक्ति को कंपनी के एटोनी या एटोनीन के तौर पर नियुक्त करना, इस तरह के उद्देश्यों के लिये एवम इस तरह की शिवतयों, अधिकारों एवम विवेकों सिहत (बोर्ड में निहित या बोर्ड द्वारा कार्यान्वित से अधिक नहीं, उनकी उपस्थित के अंतर्गत, एवम कॉल्स बनाने की शिवत को छोडते हुए एवम बोर्ड द्वारा अधिकृत उनकी सीमाओं के अतिरिक्त को भी छोड़कर, ऋण लेने एवम राशियां ऊथार लेने की शिवत) एवम इस तरह की अवधि के लिये एवम इस तरह की विवेक अधीन, जैसा समय-समय पर बोर्ड उवित समझ सकता है, एवम इस तरह की कोई नियुक्ति (यदि बोर्ड उवित समझता है) सदस्यों के पक्ष में वा उपरोक्त अनुसार स्थापित किसी स्थानीय बोर्ड के सदस्यों के पक्ष में की ना सकती है, या किसी कंपनी, या अंशधारक, निवेशक, मनोनीत या किसी कंपनी या फर्म के प्रबन्धक या अन्यथा किन्ही व्यक्तियों के किसी अस्थिर निकाय के पक्ष में, चाहे प्रत्यक्ष या अप्रत्यक्ष कप से बोर्ड द्वारा मनोनीत करके एवम इस तरह की कोई पॉवर ऑफ अटोनी में इस तरह की शिवतयां निहित हो सकती है, इस तरह के अटोनीन के तौर पर व्यवहार करने वाले व्यक्तियों सुरक्षा या सुविधा के लिये, जैसा बोर्ड उवित समझे, एवम इस तरह के प्रतिनिधि अटोनीन में समर्थकारी शिवतयां निहित हो सकती है, उपरोक्तानुसार उप-प्रतिनिधी को सभी या कोई शिवतयां, अधिकार एवम विवेक उसमें उस समय के लिये हो सकते हैं,
- (२२) अधिनियम की धारा २९४, २९७, २९९ एवम ३०० के अधीन, उपरोक्तानुसार किसी मामले के लिये या के संबंध में या अन्यथा कंपनी के उद्देश्यों के लिये, इस तरह की सभी बातचीत एवम संविदाओं में प्रवेश करना एवम रद्द कर देना एवम इस तरह की सभी संविदायें अलग-अलग, एवम निष्पादन करना एवम इस तरह के सभी कार्य, डीइस एवम चीनें कंपनी की ओर से एवम कंपनी के नाम से करना, वे समीचीन पर विचार कर सकते हैं,
- (२३) वायदा बाजार (विभियमन) अधिनियम, १९५२, वायदा बाजार (विभियमन) नियम, १९५२, समय-समय पर वायदा बाजार आयोज द्वारा जारी निर्देशों, दिशानिर्देशों के प्रावधानों के अधीज, बोर्ड कंपनी के व्यवसाय के विभियम में लिये उपविधियों एवम नियमों को बदल सकता है, भिम्न कर सकता है, सुधार कर सकता है.

दिबांक २० बदम्बर, २०१२ को आयोजित असाधारम सभा में आर्टिकत १९५ में विशेष प्रस्ताव पारित करके बदलाव.

कार्यवृत्त कार्चवृत्त को सबूत (१) कंपनी की साधारण सभा की सभी प्रक्रियाओं के लिये कार्यवृत्त कारण होगा एवम निदेशकों के बोर्ड की 998. प्रत्येक सभा की सभी कार्यवाहियां या बोर्ड की प्रत्येक कमिटी इस तरह की प्रत्येक सभा के संबंध में ३० दिनों नावा वावा के अन्दर निष्कर्ष बनाने के द्वारा रखी जायेगी, लेखों में इसकी प्रविष्टियों के उद्देश्य के लिये उनके पृष्ठों पर यथाक्रम संख्या रखना. (२) इस तरह की बुक का प्रत्येक पृष्ठ हस्ताक्षरित होगा एवम इस तरह की बुक्स में प्रत्येक सभा की कार्यवाहियों के रिकॉर्ड का अन्तिन पुष्ठ पर दिनांक एवन हस्ताक्षर होंगे. (ए) बोर्ड या इसकी कमिटी की सभा की कार्यवाहियों के कार्यवृत्त के मामले में या कथित सभा के अध्यक्ष द्वारा या आगामी उत्तरवर्ती सभा के अध्यक्ष द्वारा, एवम (बी) कथित सभा के अध्यक्ष द्वारा साधारण सभा की कार्यवाहियों के कार्यवृत्त के मामले में, उपरोक्तानुसार ३० दिनों की अवधि के अन्दर या अध्यक्ष की मृत्यु या असमर्थता के प्रसंग में, इस अवधि के अंतर्गत, विधिवत अधिकृत निदेशक द्वारा बोर्ड के उददेश्य के लिये. (३) सभा की कार्यवाहियों के कार्यवृत्त के मामले में उपरोक्ताबुसार इस तरह की कोई बुक विपकाकर या अम्यथा जोडी जायेगी. (४) प्रत्येक सभा के कार्यवृत्त में इसकी कार्यवाहियों का स्पष्ट एवम सही सारांश होगा. (५) उपरोक्त किसी सभा में बनाई गई अधिकारियों की सभी नियुक्तियां सभा के कार्यवृत्त में सिम्मिलित (६) निदेशकों के बोर्ड की सभा या बोर्ड की कमिटी के मामले में, कार्यवृत्त में निहित होगा -(ए) सभा में उपस्थित निदेशकों के नाम, एवम

		(बी) सभा में पारित प्रत्येक प्रस्ताव के मामले में, निदेशकों के माम, यदि कोई हो, प्रस्ताव से असहमति व्यक्त करना या सहमत नहीं होना,
		(७) इसके अण्ड (१) से (६) में खुछ भी बिहित नहीं, किसी मामले के इस तरह के कार्यवृत्त में समावेश की आवश्यकता समझी वायेगी, जिसमें सभा के अध्यक्ष की राच में:
\		(v) है या यथोषित किसी भी व्यक्ति के मानहानिकारक के ऊप मे माना जा सकता है,
		(बी) अप्रासंगिक या कार्यवाही के लिये मायने नहीं रखती है, या
		(सी) कंपनी के हितों के लिये हानिकारक है.
Ÿ.		इस उप-ऋष्ड में निर्दिष्ट आधारों पर कार्यपूरत में किसी मामले के शामिल किये जाने या शामिल नहीं किये जाने के संबंध में अध्यक्ष का एकमात्र विवेक काम करेगा.
996.	कार्यबृद्धः का कार्यवाही का सबूह होना	अधिबियम की थारा १९३ के प्रावधानों के अनुसार सभा का कार्यवृत्त इसमें अभिक्षिकित कार्यवाहियों का साक्य होगा.
9 ९८.	अपुनाम का निकास बार्ड पर कार्यवृत्त विविद्य निकास है एवन हस्तासरित होता है	महां पर कंपनी की किसी साधारण सभा की कार्यवाहियां का कार्यवृत्त या बोर्ड या बिदेशकों के बोर्ड की किसी सभा, अधिनियम की धारा १९३ के प्रावधानों के अनुसार रखी गयी है, जब तक इसके विपरीत साबित होता है, सभा विधियत बुलायी जाना एवम आयोजित होना समझी जावेगी, सभी कार्यवाहियां, वहां पर विधियत की गई, एवम निदेशकों या परिसमापक की सभी नियुक्तित के विवरण में, वैध होना समझी जावेगी.
9 99.	साधारण समा के कार्यकृता दुक का किरोताय	(१) कंपनी की किसी साधारण सभा की कार्यवाहियों के कार्यवृत्त को बिहित करते हुए बुक इस तरह के दिनो एवम इस तरह के कार्य के इंटों के दरम्यान बिना किसी शुक्त के सदस्यों के निरीक्षण के लिये सुली रहेगी, जैसा अधिनियम की धारा १९६ के प्रावधानों सहित लगातार हो सकता है, साधारण सभा में कंपनी द्वारा निर्धारित हो एवम सदस्य विनियमित शुक्कों के भुमतान पर इसकी प्रतियों सहित प्रस्तुत किये जाने का हकदार भी होगा.
2	g to the section of t	(२) कंपनी को कोई सदस्य उसके द्वारा कंपनी की ओर से किये जये निवेदन के बाद सात दिनों के अन्दर, प्रस्तुत करने का हकदार होना, इसकी उप-धारा (१) संदर्भित किसी कार्यवृत्त की प्रति सहित, प्रत्येक १०० शब्दों के लिये ३७ पैसे के शुनतान पर या इसके आंशिक भाग पर, प्रति होने की आवश्यकता है.
₹00.	जाबारम रामा की कार्यवाहियों के प्रतिबंदन का प्रकाशन	कंपनी की किसी साधारण सभा की कार्यवाहियों का प्रतिवेदन के अभिप्रेत दस्तावेन कंपनी के कार्ये पर प्रसारित या विद्वापित नहीं होने, जब तक अभिनियम की धारा १९६ द्वारा मामला सम्मिलत नहीं होता है, इस तरह की सभा की कार्यवाहियों के कार्यवृत्त में निहित होना.
₹09.	स्रविद	ए. इस हेतु अधिवियम के प्रावधानों के अधीन, निदेशकों का बोई, समय-समय पर किसी भी चोम्य व्यक्ति को नियुक्त कर सकता है एकम/या हटा सकता है, कर्तव्य का विवाह करने के लिये कंपनी के पूर्णकालिक सचिव के तौर पर, जिसमें अधिवियम के अंतर्गत सचिव द्वार कार्यामित किया जा सकता है एवम अन्य शुद्ध मंत्रालयीन एवम प्रशासनिक कर्तव्यों मैसा कि निदेशकों का बोई समय-समय पर सचिव को बिर्विक कर सकता है, अधिमिम के अंतर्गत रखा जाने वाले आवश्यक रिनस्टर को विधिवत रखना सम्मितत.
		बी. निदेशकों का बोर्ड किसी भी समय पूर्वकालिक सविव के लिये अस्थायी योज्य स्थानापम्न को नियुक्त कर सकता है एवम/या हटा सकता है, जो कि अनुष्केद के उद्देश्य के लिये सविव होना समझा जायेगा.
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₹0₹.	नुहर - इतकी विनरानी एवन उपयोग	(१) निवेशकों का बोर्ड कंपनी के उद्देश्य के लिए कॉनब मुहर प्रदान करेगा एवम उसको सम्बन्ध-समय कर नष्ट करने एवम इसके स्थान पर स्थानापन्न नई मुहर की शक्ति होगी, एवम बोर्ड कुछ सम्बन्ध के किए कुछ की सुरक्षित निगरानी के लिये प्रदान करेगा, इस तरह के विनियमों के अंतर्गत, नैसा कि बोर्ड कियोंका महिला है.
		(२) निदेशकों के बोर्ड की अथोरिटी द्वारा या पूर्व में बोर्ड की कमिटी द्वारा दिये मये किसी दस्तावेन को छोड़कर मुक्तर मही लमाची जावेगी, एवम कंपनी के कम से कम एक मिसेशक की उपस्थिति में, जो प्रत्येक उस दस्तावेन पर हस्ताक्षर करेगा निस पर मुक्तर लगी है. बशर्ते कि आमे अंशों एवम डिबेन्चर्स के प्रमाणपत्रों को कंपनी (अंश प्रमाणपत्र का नारी करमा) मियम, १९६० के प्रावधानों सहित एवम उस समय के लिये शक्ति में

		उनके वैद्यानिक सुधारों के तरीके एवम अनुरूप मोहरबंद किया जायेगा.
		सामांश वारंट
₹0ફ.	लाजों का विमाजन	(9) व्यक्तियों के अधिकारों के अधीन, यदि कोई हो, सभी लाभांश अंशों पर प्रदत्त जैसे नमा या प्रदत्त राशियों के अनुसार घोषित एवम प्रदत्त होगी, जिसके संबंध में लाभांश प्रदत्त किया है, किम्तु यदि एवम लंबे समय तक कंपनी में किन्हीं अंशों के ऊपर कुछ भी प्रदत्त नहीं किया है, अंशों की राशियों के अनुसार लाभांश घोषित एवम प्रदत्त किये जा सकते हैं.
		(२) कॉल्स के अग्रिम में अंश पर प्रदत्त जैसे नमा या प्रदत्त राशि अंश पर अदा नैसे इस विनियम के उद्देश्यों के लिये नहीं समझी नायेगी.
		(३) सभी लाभांश बांटे जार्येमे एवम प्रदत्त या जमा राशियों के अनुपात से प्रदत्त किये जार्येमे, अविध के किसी भाग या भागों के दरम्यान अंशों पर प्रदत्त नैसे, जिसके संबंध में लाभांश प्रदत्त है, किम्तु यदि कोई अंश प्रदान की गई शर्तों पर जारी किया नाता है कि यह विशेष तिथी द्वारा लाभांश के लिये भ्रेणी होगी, इस तरह का अंश तदनुसार लाभांश के लिये भ्रेणी होगी.
₹08.	कंपनी साबारण समा में लामांश की घोषण कर सकती है	कंपनी साधारण सभा में लाभांश की घोषणा कर सकती है, सदस्यों को उनसे संबंधित अधिकारों एवम हितों के अनुसार प्रदत्त होना है एवम भुगतान के लिये समय नियत कर सकते हैं एवम कंपनी अधिनियम की धारा २०७ के प्रावधानों का पालन करेगी, किन्तु निदेशकों के बोर्ड द्वारा सिफारिश की गई राशि से लाभांश अधिक नहीं होगा, किन्तु साधारण सभा में छोटे लाभांश की घोषणा कर सकती है.
૨૦૫.	केवल मुनाफे का सामांश	(9) कंपनी द्वारा कोई भी लाभांश घोषित नहीं किया जायेगा या अदा नहीं किया जायेगा, किसी वित्तीय वर्ष के लिये कंपनी के लाभों को छोड़ते हुए, उस वर्ष के लिये जो उप-खण्ड (२) के प्रावधानों के अनुसार मूल्य हांस के लिये प्रदान करने के बाद पहुंचे या कंपनी के लाभों के बाहर, किसी पिछले वित्तीय वर्ष या वर्षों के लिये के लिये पहुंचे, इन प्रावधानों के अनुसार मूल्य हांस के लिये प्रदान करने के बाद, एवम बचा दुआ बिना वितरित या दोनों के बाहर या केन्द्र सरकार या राज्य सरकार द्वारा लाभांशों के भुगतान के लिये प्रदान की राशियों के
		बाहर, सरकार द्वारा प्रदान की गई गारंटी के अनुसरण में, एवम कंपनी के इस तरह के प्रतिशत के आरक्षित के हस्तांतरण के बाद छोड़कर, उस वर्ष के लिये लामों से बाहर, दस प्रतिशत से ज्यादा नहीं होगा, जैसा कि निर्धारित किया जा सकता है या नियमों के अनुसार स्वेच्छापूर्वक इस तरह के उच्च प्रतिशत, केन्द्र सरकार उनकी ओर से बना सकही है. बशर्त कि चलपि चाहे किसी वर्ष में अपर्याप्तता के कारण या लाभांशों की अनुपरिथित में, कंपनी द्वोचण करने का प्रस्ताव कर सकती है पिछले वर्षों में कंपनी द्वारा कमाया गये संवित
		लाओं के बाहर, एवन इस आरक्षित द्वारा हस्तांतरित कर सकती है, लाभांशों की इस तरह की घोषणा, इस तरह के नियमों के अनुसार छोड़कर नहीं किया नायेगा, नैसा कि केन्द्र सरकार द्वारा उसकी ओर से किया ना सकता है, एवम चाहे इस तरह की कोई घोषणा इस तरह के नियमों के अनुसार नहीं होती है, इस तरह की घोषणा केन्द्र सरकार के पूर्व अनुमोदन सहित छोड़कर नहीं की नायेगी.
		(२) मूल्य ह्रास प्रदान किया जायेगा या तो -
		(ए) अधिनियम की धारा ३५० विनिर्दिष्ट सीमा तक, या
		(बी) मूल्य ह्वास योज्य सम्पत्तियों की प्रत्येक वस्तु के संबंध में, इस तरह की राशियां पहुंचती है, इस तरह की सम्पत्तियों के संबंध में विनिर्दिष्ट अवधि द्वारा कंपनी से इसकी मूल लागत के ९५ प्रतिशत लाभांशों द्वारा, या
		(सी) किसी अन्य आधार पर केन्द्र सरकार द्वारा अनुमोदित, जो मूल्य द्वास के माध्यम से कंपनी की मूल लागत के ९५ प्रतिशत से लेखन बंद का प्रभाव पडता है, विनिदिष्ट अवधि की समाप्ति पर उसकी इस तरह की मूल्य द्वास योज्य सम्पत्ति, या
		(डी) किसी अन्य मूल्य ह्नास सम्पत्तियों के संबंध में, जिसके लिये भारतीय आयकर अधिनियम, १९६१ या इसके अंतर्गत बनाये गये नियम, इस तरह के आधार पर जैसा केन्द्र सरकार द्वारा अनुमोदित किया जा सकता है, ऑफिशियल गजट में प्रकाशित किसी सामान्य आदेश द्वारा या कंपनी के मामले में किसी विशेष आदेश द्वारा मा कंपनी के कोई दर निर्धारित नहीं की गई है, बशर्ते कि जहां सन्ध (बी) एवम सन्ध (सी) में निर्धारित दशा में मूल्य ह्वास प्रदान किया जाता है, तब मूल्य ह्वास वाली सम्पत्यों के बेचने, त्याग करने, गिराने या नष्ट होने वाली मूल्य ह्वास वाली सम्पत्तियों के प्रसंग में, वित्तीय वर्ष के अन्त में इसकी लिखी गई कीमत, जिसमें बेची जाने वाली, त्याग की नाने वाली, गिराने वाली एवम नष्ट की जाने वाली सम्पत्ति, अधिनियम की धारा ३५० के परंतुक के अनुसार लिखी जायेगी.
		(३) देय लाभांश स्विकार बही किया जायेगा, रोकड में, बशर्ते कि इस अनुच्छेद में कुछ भी नहीं समझा जायेगा, कंपनी के लाभों या रिजर्वस के पूंजीकरण का निषेध करना, पूर्ण प्रदेय बोनस अंशों को जारी करने के उद्देश्य से या कंपनी के सदस्यों द्वारा धारण किये गये किन्ही अंशो पर किसी राशि के भुगतान के लिये.
		(४) इस अनुच्छेद में अधिनियम की धारा २०८ के संचालन में किसी दशा में प्रभाव को कुछ भी नहीं समझा जायेगा.

		(५) इस अनुष्टेद के उद्देश्यों के लिये, किसी मूल्य ह्वास सम्पत्ति के संबंध में 'विनिर्दिष्ट अवधि' का अर्थ होगा, बहुत से वर्ष जिसके अंत में कम्पनी की सम्पत्ति की मूल लागत का कम से कम ९५ प्रतिशत मूल्य ह्वास ह्वारा प्रदान किया जायेगा, बाँद मूल्य ह्वास की जनना अधिनियम की धारा ३५० के प्रावधानों के अनुसार की मयी थी.
₹0€.	अंतरिम सामांश	बिदेशकों का बोर्ड समय-समय पर सदस्यों को , उनके निर्मय में कंपनी की स्थिति को म्यायंगत बनाने में इस तरह का अंतरिम लामांश का गुमतान करता है
?o७ .	ऋष में कड़ीती की वा सकती है	विदेशक किसी लागांश को रोक सकते हैं, किस पर कंपनी का धारणाधिकार है एवन ऋष, दायित्वों या व्यवस्थाओं की संतुष्टि में या उसकी तरफ लागू कर सकता है, उसके संबंध में विसके लिये धारणाधिकार विद्यागत है.
ROC.	ब्यान पर अद्विज में प्रक्त पूंची, सामांस प्राप्त बड़ी कर सकता	जहां आधार पर कॉल्स के अग्रिम में पूंजी का मुनतान किया जाता है, कि वह ब्याज ताचेना, इस तरह की पूंजी बही होगी, यहापि ब्याज ते जाने में, लाभांश के अधिकार की बातचीत करने में वा लाभों में सहभानिता करना.
₹09.	प्रकार राशि के अकुपार में सामांश	सभी लामांश बांटे जावेंने एवम प्रदक्त या बना राशियों के अनुपात से प्रदक्त किये गायेंने, अवधि के किसी भाग या भागों के दरम्यान अंशों पर प्रदक्त मैसे, निसके संबंध में लामांश प्रदक्त है, किन्तु यदि कोई अंश प्रदान की नई शर्तों पर जारी किया नाता है कि वह विशेष तिथी द्वारा नामांश के लिये बेणी होगी, इस तरह का अंश तदनुसार लामांश के लिये बेणी होगी.
₹90.	अंतुष्टेर ७१ के अंतर्गत इस्तांतरण के पूरा होने तक वाणांश का अवधारण	निदेशकों का बोर्ड अंशां को देव लामांश को रोक सकता है जिसके संबंध में अनुच्छेद ७१ के अंतर्गत कोई व्यक्ति सबस्य होने का हकदार हुआ है, वा इस अनुच्छे के अंतर्गत कोई व्यक्ति इस्तांतरम का हकदार है, जब तक इस तरह का व्यक्ति सबस्य बन जाता है, इस तरह के अंशों के संबंध में या इसको विधिवत स्थानांतरित करेजा.
299 .	कोई भी जनस्य सामांश प्राप्त गृही करेमा सबकि कंपनी के माने तित्वा मचा है एकम कंपनी के प्रतिपृह्ति के अधिकार	कोई भी सदस्य उसके अंश या अंशों के संबंध में कोई भी भुमतान प्राप्त करने का हकदार नहीं होगा, जबकि इस तरह के अंश या अंशों के संबंध में कोई राशि उसके द्वारा कंदनी से बंधावा का देव ही सकती है (वा अन्यवा चन्नपि, या तो अकेला या किसी अन्य कंवित वा कवितानों के साथ संयुक्त रूप से) एवम विदेशकों का बोर्ड कंपनी से उसके द्वारा इस तरह के बकाचा राशि की सभी कुल योग किसी सदस्य से देव न्यान या लार्माश से कटौती कर सकता है.
૨૧૨.	शंशों के इस्तांतरण का प्रभाव	हस्तांतरण के पैंजीकरण से पहले अंशों का हस्तांतरण उस पर घोषित लामांश अधिकार पारित बड़ी करता है.
૨૧ફ.	संपुरत बारकों को सामांश	कई व्यक्तियों में से कोई वो किसी अंश के संयुक्त धारक के तौर पर पंजीकृत होता है, वह इस तरह के अंशों के संबंध में खाते पर सभी सामांशों वा बोकस एवम मुम्हतान की प्रभावीत्पादक प्राप्तियां दे सकता है.
૨૧૪.	सामांश केंग्रे हेपित	रोकड में देव लामांश बैक के द्वारा अदा किया जा सकता है वा लामांश के भूमतान के हक्यार अंशधारक के पंजीकृत पते पर सीधा डाक द्वारा वार्नट भेजा जा सकता है या पंजीकृत पते के संयुक्त धारकों के मामले में, जिसका नाम सदस्कों के रिनस्टर में पहले होता है वा इस तरह का व्यक्ति एवन इस तरह का पता धारक या संयुक्त धारक के तौर पर, प्रत्का किया जा सकता है. कंपनी किसी बैक वा वारंट या पे-स्तीय वा प्राप्ति के प्रसारण में जोने या किसी लामांश के जोने के लिये इसके हकदार सदस्य वा व्यक्ति के प्रति दावी वा उत्तरदायी गही होगी, किसी बैक वा वारंट के कवी पृष्टांकम द्वारा वा किन्ही अन्य तरीकों द्वारा लामांश की कपटपूर्ण वसूली के लिये.
૨ 9 ५ .	सामांश का मोडिस	किसी लामांश की घोषणा का बोटिस बाहे अंतरिन वा अन्यना इसमें प्रदाब किये गये ढंग से अंश के पंजीकृत धारक को दिया जायेगा.
૨૧૬.	३० दिमांक के भीतर सामांश का कुमतान किया माना	(१) कंपनी लाभांश का शुन्नतान करेनी वा इसके संबंध में लामांश के भुगतान के हकदार अंशधारक को लाभांश की घोषणा की विमांक से ३० दिमों के अन्यर वारंट नव तक नहीं मेजेगी -
	12	(ए) जहां पर किसी काबूब के संचालब के कार न द्वा रा लाभांश का मुनताब बही किया जा सका,
		(बी) जहां पर अंशवारक ने लाभांश के भुगतान के संबंध में निदेश दिये हैं एवम उन निदेश का पालन नहीं किया जा सकता हो,
		(जी) बहां पर लागांश प्राप्त करने के अधिकार के संबंध में विवाद होता है,
	×	(डी) नहां पर अंशधारक द्वारा उसकी बकाया राशि के विरुद्ध कंपनी द्वारा लामांश विधियत समाचोनित किय

		गया है, या
		(ई) जहां पर किसी अन्य कारण के लिये, लाभांश का भुगतान करने में उपरोक्त अनुसार अवधि के अन्दर वारट को डाक से भेजने में असफलता कंपनी की ओर किसी के कारण नहीं था.
		(२) घोषित की गई लाभांश की राशि, जिसमे अंतरिम लाभांश सिम्मलित हो, इस तरह के लाभांश की घोषणा की दिनांक से पांच दिनों के अन्दर पृथक बैंक खाते में जमा की जायेगी.
₹9७.	बिना दावे केचा अवस्त सामांश	जहां कंपनी ने लाभांश की घोषणा की है किन्तु जिसको अदा नहीं किया गया है या इसके संबंध में लाभांश वारंट लाभांश के भुगताब के हकदार किसी अंशधारक को घोषणा की दिनांक से ३० दिनों के अन्दर डाक से नहीं भेना गया है, तो कंपनी ३० दिनों की कथित अवधि की समाध्ति की दिनांक से ७ दिनों के अन्दर कंपनी किसी अनुसूचित बैंक में एक विशेष खाता 'यूनिवर्सल कॉमोडिटी एक्सचेन्ज लिमिटेड' के बाम से खोलेगा एवम कथित खाते में लाभांश की कुल राशि का हस्तांतरण करेगा, नो अदत्त बनी हुई है या निसके संबंध में कोई भी लाभांश वारंट डाक से नहीं भेना गया है.
		कंपनी के अदत्त लाभांश खाते में किसी राशि का हस्तांतरण जो इस तरह के हस्तांतरण की दिनांक से ७ दिनों की अविध के लिये अदत्त या बिना दावे के बनी हुई है, कंपनी द्वारा अधिनियम की धारा २०५सी के अंतर्गत स्थापित निधि से हस्तांतरित की जायेगी.
		इस तरह से निधि से हस्तांतरित की गई किसी राशि का दावा अंशधारक द्वारा केन्द्र सरकार से अधिमत किया जा सकता है जिसको इस तरह की राशि बकाया है.
		कानून द्वारा दावा वर्जित किये जाने से पहले कोई भी बिना दावे का लाभांश या अदत्त लाभांश बोर्ड द्वारा जब्त नहीं किया जायेगा.
૨૧૮.	नामांश पर कोई व्यान गरी	कंपनी किसी भी अदत्त लाभांश के विरुद्ध स्थाज वहन नहीं करेगी.
૨૧ ૧ .	लामांश एवन कॉल एक साथ	कोई भी साधारण सभा इस तरह की राशि के संबंध में सदस्यों को कॉल करने की निदेशकों की अनुमति के बाद लाभांश की घोषणा कर सकती है, जैसा भी सभा में नियत किया जाता है, किन्तु ताकि प्रत्येक सदस्य को कॉल उसको देय लाभांश से ज्यादा के लिये नहीं होगी, एवम ताकि बनाई गई कॉल लाभांश के तौर पर उस समय देय हो, एवम लाभांश कॉल के विरुद्ध सेट हो सकता है, यदि इस तरह की व्यवस्था कंपनी एवम सदस्यों के मध्य हो.
		पूंजीकरन
₹₹0.	पूंजीकरम	(१) कंपनी साथारण सभा में साथारण प्रस्ताव पारित करके बोर्ड की अनुशंसा पर, समाथान कर सकती है:
		(ए) कि कंपनी के किसी आरक्षित खाते की नमा से कुछ समय के लिये राशि के किसी भाग को पूंजी की भांति उपयोग में लेना वांछित होता है, या लाभ एवम हानि खाते में जमा करना, या अन्यथा वितरण के लिये उपलब्ध, एवम
		(बी) कि तदनुसार खण्ड (२) में निर्दिष्ट ढंग से इस तरह की राशि उन सदस्यों के मध्य वितरण के लिये मुक्त हो जो इसके हकदार होंगे, यदि साभांश के द्वारा वितरित की जाती है एवम समान अनुपात में.
		(२) उपरोक्तानुसार राशियों का भुगतान रोकड में नहीं किया नायेगा किन्तु खण्ड (३) में निहित प्रावधानों के अधीन लागू होगा, या तो इसमें या की ओर
		(i) उस समय अदस्त किन्ही राशियों को भुगतान क्रमशः इस तरह के किन्हीं सदस्यों द्वारा धारण किये गये किन्ही अंशों / प्रतिभूतियों पर,
		(ii) आवंटित होने वाले कंपनी के जारी नहीं किये गये अंशों / प्रतिभूतियों पर पूर्ण भुगतान एवम बोनस अंशों या अन्यथा के तौर पर पूर्ण प्रदत्त नैसे वितरीत, जमा करना, उपरोक्त अनुसार इस तरह के सदस्यों को या उनके मध्य अनुपात में,
		(iii) उप-खण्ड (i) में निर्दिष्ट तरीके में आंशिक ऊप से एवम उप-खण्ड (ii) में निदिष्ट तरीके में आंशिक ऊप से.
		(३) अंश प्रिमीयम खाता एवम पूंजी प्रतिदान आरक्षित खाता इस विनियमन के उद्देश्यों के लिये हो सकता है, सिर्फ नारी नहीं किये जये अंशों का भुगतान कंपनी के सदस्यों को जारी होने वाले अंशों एवम पूर्ण प्रदत्त बोनस अंशों पर लागू हो .

229.	विव्यक्षक प्रमानपत्र	(१) जब भी उपरोक्त अनुसार इस तरह के प्रस्ताव पारित होंगे, बोर्ड करेगा -		
	And the William States	(ए) इस प्रकार से पूंजीकरण होने के लिये अविभाजित लाओं के सभी विनियोग एवन आवेदनों का निराकरण करेगा, एवन सभी पूर्ण प्रदत्त अंशों को आवंदन एवन इश्यू का, बदि कोई हो, एवन		
		(बी) सामान्यतः वहां प्रभाव देने के लिये आवश्यक सभी कार्य एवम बीजें करेगा.		
		(२) बोर्ड को पूर्ण शक्ति होगी -		
		(ए) इस तरक के प्रावधान बनाने की, भिन्नात्मक प्रमानपत्रों को करने के द्वारा या रोकड या अन्यथा में भुगतान द्वारा, मैसा भी उचित समझे, भिन्नात्मक में अंशों के वितरन किये जाने योग्य बनने के मामले में, एवम भी		
		(बी) इसमें हकदार सभी सदस्यों की ओर से, उनको क्रमशः आबंदन करने के लिये, कंपनी के साथ अनुबंध में प्रवेश करने के लिये किसी व्यक्ति को अधिकृत करना, आगे के किन्ही अंशों को पूर्ण प्रदत्त के तौर पर जमा करना, जिससे वे इस तरह के पूंजीकरण पर हकदार हो सकते हैं, या (जैसा भी मामला आवश्यक हो सकता हो) उनकी ओर से कंपनी द्वारा धुजताब के जिये, उनसे संबंधित लागों के उनके अनुपात के उनके आवेदन द्वारा, होनेवाले पूंजीकरण में समाधान, उनके विद्यमान अंशों पर अदत्त बनी राशियों का या राशियों के किसी भाग का.		
		(३) इस तरह के अधिकार के अंतर्गत बनाया गया कोई अनुबंध इस तरह के सभी सदस्वों पर प्रभावकारी एवम बाध्यकारी होगा.		
		(४) कि किसी प्रस्ताव को प्रभाव देने के उद्देश्य के लिये, इस अनुष्केद के पूर्ववर्ती पैरा के अन्तर्गत, निदेशक कुछ निर्देश दे सकता है, जैसा भी आवश्यक हो सकता है, एवम किसी इश्यू के संबंध में उत्पन्न होने वाले किन्ही प्रश्नों या कठिनाईयों का समाधान कर सकता है, निसमें नये इतिवटी अंशों एवम मिन्नात्मक प्रमापपत्रों का वितरण सम्मितित, नैसा वे उचित समझे.		
-		चारों के अपने के किया है। जिस्से के अपने के किया है कि स्वारों के अपने किया है किया ह		
૨૨૨.	रखी माने वाली पुरस	(१) कंपनी इसके पंजीकृत कार्यालय में यथोपित जातों की बुक्स रखेगा, कंपनी के कार्यों का सत्य एवन स्पष्ट दृश्य प्रदान करने के लिये एवम इसके लेनदेनों के संबंध में:		
,		(ए) कंपनी द्वारा प्राप्त एवम व्यय की गई सभी राशियों का कुल योग एवम मामलें निमके संबंध में प्राप्तियां एवम सर्वे हुए,		
		(बी) कंपनी द्वारा की गई सभी विक्रय एवम क्रय, एवम		
		(सी) कंपनी की सम्पत्ति एवम दायित्व, बशर्ते कि उपरोक्त सभी या कोई खाते की बुक्स भारत में किसी अन्य स्थान पर रखी जा सकती है, जैसा भी निदेशकों का बोर्ड निर्णय से सकता है, एवम जब निदेशकों का बोर्ड इस तरह का निर्णय करता है, निर्णय के साथ दिनों के अन्दर कंपनी अन्य स्थान का पूर्ण पता देते हुए लिखित में पंजीयक के यहां नोटिस देजा.		
		(२) जहां कंपनी का शाखा कार्यालय है, बाढ़े भारत के अन्दर या बाहर, कंपनी द्वारा खण्ड (१) के प्रावधानों का पालन करना समझा जायेगा, यदि शाखा में किये गये लेनदेनों से संबंधित यथायोन्य खातों की बुक्स, उस कार्यालय में रखी जाती है एवम यथायोन्य सारांश रिटर्न उस दिमांक तक बनाकर तीन महीनों के अन्तराल के अन्दर शाखा कार्यालय द्वारा कंपनी को उसके पंजीकृत कार्यालय पर या उप-खण्ड (१) में संदर्भित किसी अन्य स्थान पर नेजा जाता है.		
		(३) खातों की बुक्स एवम अन्य बुक्स एवम कागजात कार्य के घंटों के दरम्यान किसी निदेशक द्वारा निरीक्षण के लिये खुले रखे जायेंगे.		
૨૨ફ.	साधारण समा में प्रस्तुत किया नाने वाला जातों का स्टेटमेंट	अधिनियम की धारा २१०, २१२ एवम २१७ के अनुसार निदेशकों का बोई कंपनी के प्रत्येक वित्तीय वर्ष के लिये लाभ एवम हानि साता तैयार करेगा एवम प्रत्येक साधारण सभा के समक्ष प्रस्तुत करेगा एवम वित्तीय वर्ष के अन्त में बनाई गई बेलेम्स शीट निसमें वह दिनांक होगी जित्त दिनांक को सभा का पूर्वकातीन दिन नहीं होगा, छः महीनों से ज्यादा या इस तरह की विस्तारित अवधि द्वारा, जैसा अधिनियम के प्रावधानों के अंतर्गत पंजीयक द्वारा प्रदान किया जायेगा.		
રરષ્ઠ.	बेजेन्स शीट एयन जान एयन हावि जाते का प्रयत्न एयन जानही	करेगी, एवम अधिनियम की धारा २९१ के प्रावधानों के अधीन होनी, अधिनियम की अनुसूची IV के भाग I		

		जैसा कि केन्द्र सरकार द्वारा अनुमोदित हो सकता है, या तो सामान्यतः या कंपनी के मामले में एवम इस संबंध में बेलेन्स शीट बनाबे में होमा, जैसा भी हो सकता था, बेलेन्स शीट बनाबे के लिये सामान्य मिर्देश, इस भाग के अन्त में शीर्षक 'बोट्स' के अंतर्गत.			
		(२) कंपनी का प्रत्येक लाभ एवम हानि खाता वित्तीय वर्ष के लिथे कंपनी के लाभ एवम हानि का सत्य एवम			
		स्पष्ट दृश्य प्रस्तुत करेगा एवम अधिनियम की अनुसूची IV के भाग II की आवश्यकताओं का पालन करेगा, अब तक के रूप में जो वहां लागू है.			
૨૨૬.	बेलेन्स शीट एवन लाभ एवन हानि जाते का प्रमाणीकरम	(१) कंपनी की प्रत्येक बेलेन्स शीट एवम प्रत्येक लाभ एवम हानि खाता प्रबन्धक या सचिव द्वारा निदेशकों ओर से हस्ताक्षरित किया जायेगा, यदि कोई हो, एवम कंपनी के दो निदेशकों से कम द्वारा नहीं, निसर्ने एक प्रबन्ध निदेशक होगा, जहां इसमें एक बशर्ते कि यदि उस समय भारत में सिर्फ एक निदेश उपस्थित बेलेन्स शीट एवम लाभ एवम हानि खाता इस तरह के निदेशक द्वारा हस्ताक्षरित किया जायेगा किन्तु इस ते के मामले में, बेलेन्स शीट एवम लाभ एवम हानि खाते में इस तरह के निदेशक द्वारा हस्ताक्षरित कथन शामिल किया जायेगा, उपरोक्त अनुसार दो निदेशकों के हस्ताक्षरों की आवश्यता होने संबंधी प्रावधनों पालन ना करने के कारनों का स्पष्टीकरण देते हुए.			
		(२) बेलेन्स शीट एवम लाभ एवम हानि खाता निदेशकों द्वारा अनुमोदित किया नायेगा, उनकी ओर से उनके द्वारा हस्ताक्षर करने से पहले, एवम इस पर उनके प्रतिवेदन के लिये अंकेक्षकों को प्रस्तुत करने से पहले.			
		(३) लाभ एवम हानि खाता, बेलेन्स शीट एवम अंकेशण प्रतिवेदन के साथ जोडा जायेमा (अंकेशक की पृथक, विशेष या अनुपूरक प्रतिवेदन समिम्लित, यदि कोई हो) इसके साथ नोडा नायेगा.			
૨૨૬.	बिदेशकों की रिपोर्ट	(9) कंपनी की साधारण सभा में रखने से पहले प्रत्येक बेलेम्स शीट में इसके निदेशकों द्वारा रिपोर्ट जोडी जायेगी, के संबंध में -			
		(i) कंपनी के कार्यों का कथन,			
	•	(ii) राशियां, यदि कोई हो, जो वे इस तरह की बेलेन्स शीट में किसी रिजर्व में ले जाने के लिये प्रस्तावित करे,			
		(iii) राशियां, यदि कोई हो, जो दे अनुमोदित के, कि वह उन्हें लाभांश के माध्यम से अदा की जानी चाहिये,			
		(iv) सामग्री में परिवर्तन एवम प्रतिबद्धता, यदि कोई हो, कंपनी की वित्तीय स्थिति को प्रभावित करने वाली, जो कि कंपनी के वित्तीय वर्ष के समापन के मध्य घटित होते हैं, जिससे बेलेन्स शीट एवम रिपोर्ट की दिनांक संबंधित हो,			
		(V) ऊर्जा, तकनीक अवशोषण, विदेशी मुद्रा की कमाई एवम सर्च का संरक्षण, इस ढंग से, जैसा कि केन्द्र सरकार द्वारा निर्धारित किया जा सकता है.			
ı		(२) निदेशकों की रिपोर्ट, अब तक कंपनी के कार्यों के कथन की प्रशंसा के लिये इसके सदस्यों द्वारा सामग्री के तौर पर होती है, एवम कंपनी या इसकी सहायकों को के व्यवसाय को हानि पहुंचाने वाली निदेशकों की राय नहीं होगी, यदि कोई हो, किसी परिवर्तन के साथ कार्य करना जो वित्तीय वर्ष के दरम्यान घटित हुआ.			
		(ए) कंपनी के व्यवास की प्रकृति में,			
		(बी) कंपनी की सहायक कंपनियों में, यदि कोई हो, या उनके द्वारा चलाये ना रहे व्यवसाय की प्रकृति में, एवम			
		(सी) सामान्यतः व्यवसाय की श्रेषियों में , जिसमें कंपनी रूपि रखती है			
		(२ए) (ए) निदेशकों की रिपोर्ट में कंपनी के प्रत्येक कर्मचारी का नाम दर्शाते हुए स्अंटमेंट भी सन्मिलित होगा.			
		(i) यदि वित्तीय वर्ष के दरम्यान में नियोजित हो, उस वर्ष के लिये पारिश्रमिक की प्राप्ति में था, जिसमें कुल जोड इस तरह की राशि से कम नहीं था, जैसा केन्द्र सरकार निर्यारित कर सकती है,			
		(ii) यदि वित्तीय वर्ष के एक भाग के लिये नियोजित है, उस वर्ष के किसी भाग के लिये पारिश्रमिक की प्राप्ति में था, उस दर पर निसमें कुल बोड इस तरह की राशि प्रतिमाह से कम नहीं था, जैसा केन्द्र सरकार निर्यारित कर सकती है,			
		(iii) यदि वित्तीय वर्ष या इसके भाग दरम्यान में नियोजित हो, उस वर्ष के लिये पारिश्रमिक की प्राप्ति में			

		था, जिसमें कुल जोड़, या मैसा भी मामला हो जकता है, वर पर, जिसमें कुल जोड़ प्रबन्ध किदेशक या पूर्णकालिक विदेशक या प्रबन्धक द्वारा आहरित की गई राशि से अधिक होती है, एवम उसके स्वर्व या उसकी परिन एवम आसित बच्चों के द्वारा धारित है, कंपनी के इविचटी अंशों के दो प्रतिशत से कम मही:
		(i) चाहे इस तरह का कोई काँबारी कंपनी के किसी बिदेशक या प्रबन्धक का रिश्तेदार हो एवन वृद्दि ऐसा है, इस तरह के बिदेशक का बाब, एवम
		(ii) इस तरह के अन्यव विवरण, जैसा विवारित किया वा सकता है.
• .		स्पन्टीकरनः अधिनियम की धारा १९८ में 'पारिमनिक' का अर्थ दिया गया है.
· · · · · · · · · · · · · · · · · · ·		(३) उपरोक्ताबुसार रिपोर्ट में निदेशक विदेशक पूर्ण सूचना एवन स्पन्टीकरण देने, या अधिनियन की धारा २२२ के परंतुक के अंतर्नत अञ्चफल मानजों में, अंकेशन रिपोर्ट में बिहित प्रत्येक आरक्षण, योज्यता या प्रतिकृत टिप्पनी पर रिपोर्ट के परिशिष्ट में.
		(४) बिदेशक की रिपोर्ट एवन इसका प्रत्येक परिशिष्ट इसके अध्यक्ष द्वारा इस्ताशरित किया जायेगा, बदि वह बिदेशकें द्वारा इसके लिये अधिकृत होता है एवन नहां वह इस तरह से अधिकृत नहीं होता है, बिदेशकों की इस तरह संख्या द्वारा हस्ताशरित किया जायेगा, नैसा पूर्ववर्ती अनुष्ठेद के जन्ड (१) के सदाचार द्वारा कंपनी की बेलन्स शीट एवन लाम एवन हानि खाते पर इस्ताशर की आवश्यकता होती है.
૨૨७.	बेहेन्स शीट प्रयम् अंकेशन प्रतिकेशन की प्रतिकों के संबंध में संस्था के अधिकार	(१) प्रत्येक बेलेन्स शीट की प्रति (जिसमें ताम एवम हाबि साता, अंकेशन प्रतिवेदम एवम काबून द्वारा आवश्यक अन्य प्रत्येक दस्तावेज बेलेन्स शीट के साथ संलम्भ या जोड़ा जाता है, जैता भी मामला हो सकता है) जिसको साधारण सभा में कंपनी के समक प्रस्तुत किया जाता है, कंपनी के प्रत्येक सदस्य सभा की तिथी के २१ दिनों से पहले, प्रत्येक विकेशस्त के धारक को, विद कोड़ हो तो, भेजा जावेता, कंपनी द्वारा जारी (विकेशस्त वर्ती होना जिसमें पूर्व-दृष्ट्या इसके धारक को देव होता है) प्रत्येक दृस्टी को, किसी विकेशस्त के धारक के लिये (वाहे इस तरह के सदस्य, धारक वा दृस्टी, उसको भेजे जबे कंपनी की साधारण सभा के इस बोटिस के हरकदार है वा मही है), एवम इस तरह के सदस्यों, धारकों एवम न्यासियों के अतिरिक्त सभी व्यवित, इस तरह के हरकदार व्यवित्त होना, बशाँ कि उपरोक्तानुसार दस्तावेजों की प्रतिवां भेजना आवश्यक नहीं होगा:
		(i) कंपनी के डिबेन्बर्स का सदस्य या धारक जो उसको कंपनी का सामान्य सभा का नोटिस भेनने का हकदार नहीं होता है एवम जिसका पता कंपनी नहीं जानती है,
		(ii) किन्हीं अंशों या डिबेन्बर्स के एक से अधिक संयुक्त बारक, बिबर्ने से कोई भी उसको इस तरह के बोटिस बेजने का हकदार नहीं होता है,
		(iii) किन्ही अंशों वा डिमेन्टर्स के संबुक्त बारकों के मामले में, उनमें से कुछ उनको इस तरह का मोटिस मेजने के हकतर होते हैं एका उनमें से बुछ हकदार बड़ी होते हैं, वे जो इस तरह से हकदार नहीं होते हैं, बश्तें कि उपरोक्त अनुसार दस्तावेगों की प्रतिवां सभा की तिथी से २१ दिवों पहले मेजी जाती है, इस तथ्य के होने के बावजूद भी वे विधिवत मेजा गया समझे जायेंगे, बदि इसकी सभा में बोट के हकदार सभी सबस्यों द्वारा सहमती वी जाती है.
		(२) कंपनी के डिमेन्सर्र का कोई सदस्य या धारक, चाहे वह उसको कंपनी की बेलेन्स शीट की प्रतियां भेजने का हकदार होता है वा नहीं होता है, नांन करने पर दिना शुक्क के प्रदान किये नाने का हकदार होना, एवन कोई न्वांदित जिसके द्वारा कंपनी ने कुछ राशि नना के तौर पर कियमर की है, नांन करने पर दिना कियी शुक्क के कंपनी की बेलेन्स शीट की प्रति प्रापत करने का हकदार होना एवन कानून द्वारा आवश्यक प्रत्येक दस्तावेज इसके साथ संलब्ध हो वा जोड़े जाये, निसर्ने लाभ एवन हानि जाता एवन अंकेशन रिपोर्ट सिम्निलत है.
₹₹८.	वेजेन्स शीट इरवारि की प्रतिकां पंजीवक के व्यां कर्ज़ज होनी है	(१) कंपनी, उस दिनांक से ३० दिनों के अन्दर, जिस पर वार्षिक साधारण समा से प्राने बेलेन्स शीट एवन लाभ एवन हानि जाता प्रस्तुत किया जायेगा, कंपनी के पंजीयक के यहां पर प्रमाण करेगी; कंपनी के प्रवन्ध निरेशक, प्रवन्धक या सचिव द्वारा हस्ताक्षरित इस तरह की बेलेन्स शीट एक्न सम्भ एक्न सिक जाते की प्रतियां, या विद उनमें से कोई भी बही है, कंपनी के निदेशक द्वारा, सभी दस्तावेजों की प्रतियों कहित, जो अधिनियम द्वारा आवश्यक है, इस तरह की बेलेन्स शीट एवंम लाभ एवम हानि जाते संलम्म किये जाये या जोड़े जाये, जैसा कंपनी अधिनियम, १९५६ में यह आवश्यक है.
		(२) यदि कंपनी की कोई वार्षिक साधारण समा, जिसके पहले, उपरोक्त अनुसार बेसेन्स शीट नहीं रजी जाती है, इसके तब्द एवन कारने की बेसेन्स शीट, स्टेटनेंट बड़ी अपनाता है, बेसेन्स शीट नोडी नायेगी एवन इसकी आवश्यक प्रतियां कंपनी के पंजीबक के बहां फाईस होगी.

		अंकेशन	
૨૨ ૧ .	जातों का अंकेशन होना	प्रत्येक वर्ष में कम से कम एक बार, कंपनी के खातो का शेष लिया जायेगा एवम अंकेक्षण किया जायेगा एवम एक या अधिक अंकेक्षक या अंकेक्षकों द्वारा लाभ एवम हानि खाते एवम बेलेन्स शीट की शुद्धता सुनिश्चित कं जायेगी.	
₹₹0.	अंकेशकों की बियुवित	(१) अंकेशकों की नियुक्ति की जायेगी एवम उनकी योग्यता, अधिकार एवम कर्तव्य अधिनियम की धार २२४ से २२९ के अनुसार विनियमित किये जायेंगे.	
		(२) कंपनी प्रत्येक वार्षिक साधारन सभा में अंकेशक या अंकेशकों को नियुक्त करेगी, कार्यालय को धारा करने के लिये, इस सभा के निष्कर्ष से जब तक आगामी वार्षिक साधारण सभा के निष्कर्ष एवम अंकेशक व इस तरह की नियुक्ति के संबंध में इसकी सूचना नियुक्ति के ७ दिनों के अन्दर दी नायेगी, जब तक वा सेवानिवृत्त अंकेशक नहीं होता.	
		(३) किसी वार्षिक साधारण सभा पर, सेवानिवृत्त अंकेक्षक, क्या भी अधिकारी की नियुक्ति द्वारा, जब तक पुनर्नियुक्त नहीं किया जायेगा.	
		(ए) वह पुनर्नियुक्ति के लिये योज्य नहीं होता है,	
		(बी) उसने कंपनी को पुनर्नियुक्ति के लिये उसकी असमर्थता का लिखित में नोटिस दिया है,	
		(सी) उसकी जगह पर किसी अन्य को नियुक्त करने का प्रस्ताव सभा में पारित किया गया है या स्पष्ट रूप से यह प्रदान किया है कि उसे पुनर्नियुक्त नहीं किया जायेगा, या	
		(डी) जहां सेवानिवृत्त अंकेशक के स्थान पर किसी अन्य व्यक्ति या व्यक्तियों को नियुक्त करने के लिये अभिप्रेत प्रस्ताव का नोटिस दिया गया है, एवम उस व्यक्ति या सभी व्यक्तियों की मृत्यु, असमर्थता या अयोज्यता के कारण द्वारा, जैसा भी मामला हो सकता है, प्रस्ताव के साथ आगे नहीं बढ़ सकते है.	
		(४) जहां वार्षिक साथाण सभा में अंकेशकों की नियक्ति या पुनर्नियुक्ती नहीं की जाती है, इस रिक्ती को भरने के लिये केन्द्र सरकार किसी व्यक्ति को नियुक्त कर सकती है.	
•		(५) कंपनी, उप-खष्ड (४) के अंतर्गत केन्द्र सरकार की शक्ति के कार्यान्वित होने के ७ दिनों के अन्दर इस तथ्य का नोटिस देगी.	
		(६) निदेशक अंकेक्षक के कार्यालय में किसी आकस्मिक रिक्ती को भर सकते हैं, किन्तु जब इस तरह की कोई रिक्ती निरंतर रहती है, उत्तरनीबी या निरंतर अंकेक्षक या अंकेक्षक(को) (यदि कोई हो) कार्य कर सकते हैं, किन्तु जहां इस तरह की रिक्ती अंकेक्षक के पंजीकरण के कारण से होती हैं, तो रिक्ती को सिर्प्र साधारण सभा में कंपनी द्वारा भरा जायेगा.	
* 12 2 4 2		(७) व्यक्ति, सेवानिवृत्त अंकेशक के अतिरिक्त, वार्षिक साधारण सभा में नियुक्त होने के योग्य नहीं होगा, जब तक कंपनी के सदस्य द्वारा अंकेशक के कार्यालय को व्यक्ति की नियुक्ति के लिये प्रस्ताव का विशेष नोटिस, अधिनियम की धारा १९० के अनुसार सभा से कम से कम १४ दिनों पहले नहीं दिया गया है, एवम कंपनी इस तरह के नोटिस की प्रति सेवानिवृत्त अंकेशक को भेनेगी एवम अधिनियम की धारा १९० के प्रावधानों के अंतर्गत सदस्यों को इसका नोटिस देगी, एवम अधिनियम की धारा २२५ के अन्य सभी प्रावधान इस मामले में लागू होंगे. इस उप-खण्ड के प्रावधान भी प्रस्ताव पर लागू होंगे, कि सेवानिवृत्त अंकेशक को पुनर्नियुक्त नहीं किया नायेगा.	
₹₹9.	जातों का जब अंकेशण किया जाता है, एवन अनुनोदय का निर्माचक होना, तीय महीनों के अन्वर जोनी गई मुटियों को फोडकर	प्रत्येक खाता जब साधारण सभा द्वारा अंकेक्षित एवम अनुमोदित किया जाता है, निर्णायक होगा, इसके अनुमोदन के बाद अगले तीन महीनों के अम्दर खोजी गई किसी त्रुटी के संबंध में छोड़कर. जब भी इस तरह की कोई त्रुटी अविध के अंतर्गत खोजी नाती है, खाते में सुधार होगा, एवम इसके पश्चात निर्णायक होगा.	
		स्ट्यावेज एवन बोटिस	
₹₹₹.	कंपनी द्वारा सदस्यों पर दस्तावेजों की तानीज	(१) कंपनी द्वारा इसके किसी सदस्य पर दस्तावेज या नोटिस तामील किये जा सकते हैं. या तो व्यक्तिगत	

		(२) वहां दस्तावेन या बोटिस डाक द्वारा भेने जाते हैं:	
		(ए) इसकी तामील समझी जानेमी, च्योबित पता, बस्तावेन एवम नोटिस निरीत करते हुए पूर्व भुगतान एवम पोस्टीम द्वारा, बशर्ते कि नहां पर सहस्य ने कंपनी को अद्विम में सूचित किया है कि उसको बस्तावेन पोस्टीम प्रमाणपत्र के अंतर्गत या पंजीकृत हाक द्वारा प्रावती सहित या बिना प्रमाती मेना जाना चाहिने एवम इस तरह के साचों को चुकाने के लिये कंपनी में पर्चाप्त राशि नमा की है. दस्तावेन या नोटिस की तामील प्रभावित मही समझी जायेगी, जब तक सहस्या द्वारा सूचित किये मये ढंम से इसको नहीं भेजा जाता है, एवम	
	a ta Barangan	(बी.) इस तरह की तामील प्रभावित होनी समझी वाचेगी:	
		(i) सभा का बोटिस इसमें बिहीत पत्र सहित समाप्ति के ४८ घंटे बाद पोस्ट किये नाबे की दशा में , एवम	
		(ii) किसी अन्य मामले में , जिस समय पर पत्र की सुपुर्दमी साधारण डाक से होगी.	
		(३) कंपनी के पंजीकृत कार्यालय के आसपास में बांटे जाने वाले समाचार पत्र में दस्तावेज वा नोटिस क विज्ञापन, जिस दिनांक को विज्ञापन प्रविष्ट होता है उस दिन पर विधिवित तानील होना समझा नायेगा, कंपनें के प्रत्येक सक्त्य पर, जिसका भारत में कोई भी वंजीकृत पता नहीं है एवन उसको नोटिस देने के लिये भारत के अन्दर बता कंपनी को जारी नहीं किया है.	
		(४) कंपनी द्वारा अंश के संयुक्त धारकों पर तामील किया जाने वाला दरवावेज वा बोटिस, अंश के संबंध में रिजरूटर में दर्ज बहुते संयुक्त सारक के मान पर तामील किया जा सकता है.	
		(५) कंपनी द्वारा बस्तावेज वा नोटिस तानील किया जा सकता है, उन व्यक्तियों पर जो किसी सदस्य की मृत्य या दिवालियापन के परिचान में अंश के हकदार होते हैं, उनको वह डाक द्वारा या पूर्व मुनतान पन द्वारा किस एर उनका नान व पता हो, भेजा जावेगा या मृतक के प्रतिनिधि के टाईटल द्वारा, या दिवालिया के असाई की, वा किसी विवस्त पर, पते पर, विदे कोई ही, इस तरह के हकदार होने वाले व्यक्ति द्वारा इस उद्देश्यां किसे भारत में जारी किया नवा पता, या जब इस तरह का पता जारी किया जाता है, किसी भी ढंग से बस्तवेंक या नोटिस की तानील द्वारा, जिसमें इसकी तानील हो सकती है, यदि मृत्यु या दिवालियापन घटित नहीं हुआ था.	
_		(६) कंपनी द्वारा प्रदान किये जाने वाले किसी दस्तावेज या नोटिस पर हस्ताक्षर, लिखा हुआ या प्रिन्टेड य लिबोद्रापड हो सकता है.	
₹3.	विसाणी वस्तावेण दियां जाना या सामीस किया जाना पाहिषे	प्रत्येक साधारण सभा का गोटिस का दस्ताबेज तानींत किया जायेगा या दिया जायेगा उसी उंग से इसके प्रत्ये अधिकृत हो (ए) प्रत्येक सदस्य, (बी) किसी सदस्य की मृत्यु वा दिवातिष्वापन के कारण अंश का हकदार बन प्रत्येक संवित, एवन (सी) कंपनी के उस समय के लिए अंकेशक, वर्शों कि जब अनुकोद १०१ के अंतर्गत कंपनी के कार्बात्य के आसपास बांटेजाने वाले समाचारपत्र में इसके विज्ञापन द्वारा सभा का गोटिस दिय जाता है, अनुकोद १०२ में संदर्भित तथ्यें के कथन गोटिस के साथ जोडे जाने की आवश्यकता नहीं है, जैस इस अनुको द्वारा आवश्यक होता है, किम्तु केवल यह विज्ञापन में दर्शाना होगा कि कंपनी के सदस्यों कें स्टेटमेंट भेज दिया नया है.	
રરૂપ્ત.	पूर्व बारको पर नारी किये गये वा तालीत किये नये कतायेन वा गोठित द्वारा सक्टव बान्य	प्रत्येक व्यक्ति, जो काबून के संवालन द्वारा, हस्सांतरण वा किसी अन्य अथों में जो भी, अंश का हकदार बंधे है, इस तरह के अंश से संबंधित प्रत्येक दस्तावेज वा बोटिस द्वारा बाध्य होजा, जो सदस्यों के रिजस्टर पर ईंग बाम एवम पते से पहले प्रविष्ट है, उन व्यक्तियों को विधिवत तामील किया जायेगा या दिया जायेगा, जिनव द्वारा वह इस तरह के अंश के टाईटल व्युत्पन्न है.	
રફ્રુલ.	कंपनी पर वस्तावेजों की तामील	दस्तावेज कंपनी पर या इसके अधिकारियों पर तामील किये जा सकते हैं, कंपनी के पंजीकृत पते पर इसक कंपनी या अधिकारी को डाक द्वारा पोस्टींग प्रमाणपत्र या पंजीकृत पोस्ट द्वारा, या इसको पंजीकृत कार्यालय में छोडकर.	
૨ રૂ દ્દ.	कंपनी के पंजीबक पर कंपनी झरा करतावेगों की तालील		
₹3७.	रसावेत एवन कार्वसक्ति का प्रमाणीकरण	अधिनियम में स्पष्ट जप से प्रदान किये भये अन्यक्षा जैसे सेव, कंपनी द्वारा प्रमाणीकरण की आवश्यकता वार दस्तावेज या कार्यवाहियों पर मिनेशक, मैनेजर, या सचिव वा कंपनी का अन्य अधिकृत अधिकारी द्वार हस्ताक्षर किये जा सकते हैं एवम कंपनी की कॉमन मुहर के मंतर्गत होना आवश्यक नहीं.	
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कंपनी रजिस्टर्स, बुक्स एवम दस्तावेनों को रखेगी, नैसा अधिनियम या इन अनुच्छेदों द्वारा आवश्यक है, **२३८.** कंपनी हारा रखे जाने निसर्ने निम्नलिखित सिम्मलितः वाले रिकस्टर्स, बुक्स एवन बस्तावेन (१) कंपनी द्वारा बनाया गया निवेश का रिजस्टर किन्तु इसके स्वयं के नाम से धारण नहीं, अधिनियम की धारा ४९(७) द्वारा आवश्यक एवन इसको कंपनी के किसी सदस्य वा डिबेन्चर धारक द्वारा बिना किसी शुरू के निरीक्षण के लिये खुला रखेगा. (२) गिरवी एवम चार्ने का रनिस्टर, नैसा अधिनियम की धारा १४३ द्वारा आवश्यक, एवम अधिनियम की धारा १३४ के अंतर्गत कोई चार्ज की आवश्यकता होने वाला कोई पंजीकरण दस्तावेज बनाने की प्रतियां एवम बिना किसी शुक्क के कंपनी के किसी लेनदार या किसी सदस्य के निरीक्षण के लिये खुला रखना होगा, एवम इस तरह की किसी राशि के शुक्क के भुगतान पर किसी व्यक्ति द्वारा निरीक्षण के लिये, जैसा केन्द्र सरकार द्वारा निर्धारित किया जा सकता है. (३) अधिनियम की धारा १५० एवम १५१ द्वारा आवश्यक रनिस्टर एवम सदस्यों का सूचकांक एवम इसको बिना किसी शुक्क के किसी सदस्य या डिबेन्बर घारक के निरीक्षण के लिये खुला रखेगा एवन इस तरह की राशि के भुगतान पर किसी अन्य व्यक्ति के लिये, जैसा केन्द्र सरकार द्वारा निर्योरित किया जा सकता है. (४) अधिनियम की धारा १५२ के अंतर्गत रजिस्टर एवम डिबेन्वर धारकों का सूचकांक रखना एवम इसको बिना किसी शुक्क के किसी सदस्य या डिबेन्बर घारक के निरीक्षण के लिये खुला रखेगा एवम इस तरह की राशि के भुगतान पर किसी अन्य व्यक्ति के लिये, जैसा केन्द्र सरकार द्वारा निर्धारित किया जा सकता है. (५) अधिनियम की धारा १५७ द्वारा आवश्यक विदेश रिजस्टर रखना यदि फिट हो एवम इसको निरीक्षण के लिये खुला रखना होगा एवम बंद भी किया ना सकता है एवम इसके द्वारा उद्धरण लिया ना सकता है, एवम इसकी प्रतियां, जैसी भी आवश्यकता हो सकती है, यथोचित परिवर्तन सहित की दशा में, जैसा मूल रिजस्टर પર ભાગુ हોતી है. (६) संविदाओं का रिजस्टर, एवम कंपनी एवम फर्म, जिसमें निदेशक कवि रखते हो, जैसा आवश्यक हो, अधिनियम की धारा ३०१ द्वारा, एवम इसे बिना शुल्क के किसी सदस्य के निरीक्षण के लिये खुला रखा जायेमा. (७) निदेशको एवम सचिव इत्यादि का रनिस्टर, जैसा अधिनियम की धारा ३०३ द्वारा आवश्यक, एवम इसको बिना किसी शुल्क के कंपनी के किसी सदस्य के निरीक्षण के लिये खुला रखा जायेगा एवम किसी अन्य व्यक्ति के लिये प्रत्येक निरीक्षण के लिये एक रूपये के शुल्क के भुगतान पर. (८) कंपनी में अंशों एवम/या डिबेम्बर्स के निदेशकों द्वारा धारण किया जाने वाला रजिस्टर, जैसा अधिनियम की धारा ३०७ द्वारा आवश्यक एवम इसको कंपनी के किसी सदस्य या डिबेम्बर होल्डर द्वारा निरीक्षण के लिये खुला रखा नायेगा, किसी कार्य दिवस के दरम्यान में कंपनी की वार्षिक साधरम सभा की दिनांक के पहले १४ दिनों से शुरू करते हुए एवन इसके उपसंहार की दिनांक के बाद तीन दिनों की समाप्ति तक. (९) अधिषियम की धारा ३७२ए द्वारा आवश्यक बिगमित निकायों के अंशों एवम डिबेन्वर्स में कंपनी द्वारा बनाया गया निवेशकों का रजिस्टर. (१०) अधिनियम की धारा १९३ के प्रावधनों के अनुसार बोर्ड की कमिटी या इसका निदेशकों का बोर्ड की सभाओं की सभी कार्यवाहियों एवम साधारण सभा की सभी कार्यवाहियों के कार्यवृत्त को रिकॉर्ड करनेवाली (११) अधिनियम की धारा १५९ के अंतर्गत तैयार किये गये वार्षिक रिटर्म्स की प्रतियां, अधिमियम की धारा १६१ के अंतर्गत इसके साथ आवश्यक रूप से जोडी जाने वाली प्रमाणपत्रों एवम दस्तावेजों की प्रतियां. (१२) अधिनियम की धारा ३७२ए द्वारा आवश्यक ऋष का रिनस्टर.

२३९. रविस्टर का विरोक्षण

पूर्वजामी अनुच्छेयों के खण्ड ९, एवम १२ में निर्दिष्ट रिजस्टर, एवम साधारण सभा की सभी कार्यवाहियों का कार्यवृत्त, निरीक्षण के लिये खुला रहेजा एवम उसमें से प्रंतुक लिये जा सकते हैं एवम इसकी प्रतियां कंपनी के किसी सदस्य द्वारा आवश्यक हो सकती है, समान ढंग से, समान सीमा से, एवम समान शुक्क के भुगतान पर, कंपनी के सदस्यों के रिजस्टर के मामले में, कथित अनुच्छेद के खण्ड ३ के लिये प्रदान, पूर्वजामी अनुच्छे में निर्दिष्ट रिजस्टर में प्रविच्यों की प्रतियां, इस तरह की राशि के भुगतान पर हकदार व्यक्तियों के प्रदान की जायेगी, जैसा केन्द्र सरकार द्वारा निर्धारित किया जा सकता है. कंपनी उपरोक्त रिजस्टर्स का निरीक्षण हकदार व्यक्तियों को प्रदान करेगी, इस तरह की राशि के भुगतान पर, जो केन्द्र सरकार द्वारा निर्धारित की जा सकती है. कंपनी उपरोक्त रिजस्टर्स का निरीक्षण हकदार व्यक्तियों को प्रदान करेगी, इस तरह के दिनों एवम कार्यालय घंटों के दरम्यान, जो कि अधिनियम के प्रावधानों के अनुक्रप हो सकते हैं, साधारण सभा में कंपनी द्वारा निर्धारित किये अनुसार.

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:¥o.	सम्बदिताओं का वितरम	यदि कंपनी का समापन होगा, एवम इस तरह से सबस्यों के मध्य वितरण के क्रिये सम्परितयां, पूर्व प्रदत्त पूंजी के पुर्वभुगतान में अपयोप्त होगी, इस तरह की सम्परितयां इस तरह से वितरीत की नावेगी, के रूप में हो सकता है, समापन की शुक्रआत पर प्रदत्त पूंजी के अनुपान में सदस्यों द्वारा हानि का वहन किया जायेगा. उनके द्वारा क्रमशः धारण किये शंशों पर, एवम यदि सम्परितयों का समापन सदस्यों के मध्य वितरण के लिये उपलब्ध होता है, समापन की शुक्रआत पर प्रवत्त पूर्व पूर्व पूर्व पूर्व पूर्व पूर्व प्रवास हो होगी, अधिक को वितरण समापन की शुक्रआत पर पूंजी में अनुपात पर चारकों के मध्य वितरी की कार्यमा प्रतित या उनके द्वारा क्रमशः धारण किये अन्त पर प्रवत्त व्यवस्था के मध्य वितरी की कार्यमा होगी, प्रवत्त, या उनके द्वारा क्रमशः धारण किये मये अंशों पर प्रवत्त व्यवस्था की मध्य वितरी वहीं वहीं को शंशों के धारकों के अधिकार		
l 8 9.	बक्दी वा प्रकार में बितरण	विशेष शर्ता एवन दशाओं पर जासे करती है. (9) यदि कंपनी का समापन होगा, वाहे स्वित्विक वा अन्यवा, परिसमापक, विशेष प्रस्ताव पारित कर सकत है, जकरी या वस्तु का विभावन करने के लिये, एवर्न कर सकता है, इस तरह की मंजूरी के साथ, दूस्टी व कंपनी की सम्पत्तियों के किसी मान में अधिकार, इस तरह के दूस्ट पर, बांटी जाने वाली बीजों या उसमें व किसी में लाभ के लिये, परिसमापक के तीर पर, इस तरह की मंजूरी होरा, नैसा भी उचित होगा.		
		(२) यदि ऐसा कोई विभावन समीचीन है. अधिनियम के प्राययानों के अधीन हो सकता है, अनुवार, अंशवा करने वाले के कानूनी अधिकारों के तहत, (कहा नेनॉरेन्डम ऑफ असीसिएसन होटा बिना बेरते कियस व छोडकर) एवम इसके विकरन में कोई मेनी वरीबता दी का सकती है या सिनेंच अधिकार का सर्वका जी व सकती है या भाग में किन्तु विभावन के मामले में अन्यथा अंशवान करने वाले के कानूनी अधिकारों व अंतर्गत, निर्धारित की जायेगी, कोई भी अंशान को जिसमें पूर्वज्ञह, असहमति का अधिकार एवम अधिकार का अधिकार होगा, जैसा वदि इस तरह का निर्धारन अधिनियम की झारा ४९४ के अनुसरन में पारित विशे प्रस्ताव था.		
		(३) उपरोक्त अनुसार किसी भी अंश की सुपूर्वनी करने की दशा में, कॉल्स का दायित्व सम्मितित वा अन्यव कथित किसी अंशों के इस तरह के विभावन के अंतर्जत समस्य कोई व्यक्तित, विशेष्ट्रास्त्रास्त्र पारित होने दस दिनों के बाद, परिस्तापक को सम्बोधित करते हुए उसके अनुपात को बचने के लिये लिखित में नोटिस सकता है एवम उसको शुद्ध कीमत का भुगतान कर सकता है एवम परिस्तानपक, नींद करने कोच्ये हैं, तरमुख कार्य करेगा.		
રકર.	वेदवे के मामले में अंशवारकों के अविकार	किसी अन्य कंपनी को बेचने के लिये विशेष प्रस्ताव से मंजूरी अधिनयम की यारा ४९४ के अनुसरण विधिवत पारित, अधिनियम के प्रावधानों के अधीन हो सकता है, इस रूप में पूर्वीवस निर्धारित करने के लिये कि परिसमापक द्वारा प्राप्ति योग्य कोई अंश या अन्य प्रतिकल, सदस्यों के मध्य वितरीत हो, अन्यथा, त अन्व विवस्तान अधिकारों के अनुसार, एवम कोई इस तरह का विवरीय क्षेत्री सन्वर्कों पर बस्त्यकारी होना किथित थारा द्वारा प्रदत्त असहमति एवम परिणामी अधिकारों के सकता		
		सारितपृति		
₹ ₩	विवेशकी एवन अन्तो को व्यक्तियूर्ति का अधिकार	अधिनियम की धारा २०१ के प्रावधानों के अधीन, कंपनी का प्रत्वेक निदेशक, वा अधिकारी या नौकर प्रश्न व्यवित (चारे कंपनी का अधिकारी है वा नहीं) अंकेशक के तौर पर कंपनी द्वारा नियोजित, कंपनी हा शहिपूर्ति होनी विरुद्ध एवन इसका निदेशक को भुनतान करने का कर्तव्य होना, कंपनी की निर्ध्यों में रे सभी लानते, शुल्क, हानियां एवन शतियां वो इस तरह का कोई व्यवित यह संकृत है वा उत्तव्य हो है तिकती है के उत्तव्य होना एवन शतियां वो इस तरह का कोई व्यवित यह संकृत है वा उत्तव्य होना एवन शतियां वो इस तरह का कोई व्यवित यह संकृत है वा उत्तव्य का निव्यादन या मुक्ति या नाने जाने वाले कर्तव्य (किसी भी रूप में वह अन् उपर लेता है या माध्यम से या उसकी स्वयं की मलती या लापरवाही या दोष के कारण, को छोड़क सिम्मिलत, उत्तर्व, एवन विशेष में या इसके रूप में पूर्वजामी उपवंचों की व्यापकता सीमित करने के लिए नह उसके द्वारा अपने उत्पर ली मयी सभी दायित्यों के विरुद्ध, इस तरह के कंपनी के निदेशक, अधिकारी अंकेशक या अन्य अधिकारी के तौर पर, किसी कार्यवाही की रक्षा में, चाहे बामरिक वा आपराधिक; किय उसके पक्ष में निर्णय दिया जाता है, या जिसमें वह बरी कर दिया गया है या अधिनियम की धारा ६३३ अंतर्जत किसी आयेदन के संबंध में, जिस पर न्यायालय द्वारा उसे राहत प्रवन्न की धारा ६३३ अंतर्जत किसी आयेदन के संबंध में, जिस पर न्यायालय द्वारा उसे राहत प्रवन्न की धारा ६३३ अंतर्जत किसी आयेदन के संबंध में, जिस पर न्यायालय द्वारा उसे राहत प्रवन्न की धारा ६३३		
રક્ષ.	हूतरे के कार्यों को करने के तिसे विदेशक अधिकारी विक्लोबार गड़ी	अन्य निदेशक या अधिकारी के कार्यों, प्राप्तियों, लापरवाही या चूकों के लिये उत्तरदायी नहीं होने, या वि		

	भी सहस्य कंपनी के परिसर में प्रवेश नहीं कर सकता	बर में प्रवेश बड़ी संबंधित कोई सूवना या को मेटर नो व्यापारिक रहस्य, व्यापार के रहस्य, रहस्य प्रक्रिया, की प्रकृति का	
		मोपनीब्दा जंड	
૨૪૬.	गोपनीचता संड	कंपनी के व्यवसाय में निबुक्त प्रत्येक निवेशक, प्रबन्धक, अंकेशक, कोषाध्यक्ष, न्यासी, कमिटी का सदस्य, अधिकारी, नौकर, अभिकर्ता, लेखापाल या अन्य व्यक्तित, यदि निवेशक द्वारा आवश्यकता होती है, उसके इयूटी में प्रवेश करने से पहले, हस्ताक्षर करने, उसकी स्वयं की घोषणा करने, वचन देने, कंपनी के सभी लेनदेनों एवम कार्यों के संबंध में सक्त गोपनियता का अवलोकन करने के लिये, ब्राहकों के साथ एवम व्यक्तिगत सहित खातों के संबंध में, एवम वहां इस मामले में एवम उसको स्वयं की इस तरह की घोषणा व वचन देना होगा कि वह किसी भी मेटर को प्रकट नहीं करेगा, जो कि उसकी जानकारी अपनी इयूटी करने के समय आता है, ऐसा करने की आवश्यकता निवेशक द्वारा या कानून द्वारा या व्यक्ति द्वारा हो को छोडकर, जो कि इस तरह के मेटर से संबंधित हो या छोडते हुए, अभी तक, जैसा इन प्रस्तुतियों में निहित, किसी प्रावधान के पालन करने के आवेश में आवश्यक हो सकता है.	

हम, कई व्यक्ति, जिनके नाम, पते एवम विवरण इसके अंतर्गत दिया गया है, इस **आर्टिकल ऑफ ऑफ असोसिएशन** के अनुसरण में एक कंपनी के रूप में गठन करने के लिये इच्छुक है

प्रत्येक सदस्य का नाम, पता, विवरण एवम व्यवसाय	सदस्य के हस्ताक्षर	गवाह का हस्ताक्षर एवम उसका नाम, पता, विवरण एवम व्यवसाय
ओरियन्ट इन्फोर्मेशन लिमिटेड, ओरियन्ट हाऊस, ३ए, उद्योग नगर, एस.वी. रोड, गोरेगांव (पश्चिम), मुम्बई - ४०००६२	सही/-	
अधिकृत हस्ताक्षरकर्ता- श्री केतन शाह, दिनांक ३०/०९/२००८ की बोर्ड मीटिंग में		
		सुहास गनपुले पुत्र सदानंद गनपुले, उन्नत नगर नं. ४, बिल्डींग नं. १५,
केतन सेठ पुत्र सुरेश सेठ, सलोनी बंगलो, फ्राईन्ड सोसायटी, जे.वी.पी.डी. रिकम, जुदू रोड नं. ६६,	सही/-	कम नं. १२३, पहला माला, एम.जी. रोड, गोरेगांव (पश्चिम), मुम्बई - ४०००६२
38.		
व्यवसाय		

दिनांक : ०७/०२/२००८ स्थान : **मुम्ब**ई

THE UNIVERSAL COMMODITY EXCHANGE LIMITED (UCX)

Date 05 April, 2013

S.O. No. 2/10/2012 -MD-I - In exercise of the powers conferred by Section 9A (2) of The Forward Contracts (Regulation) Act, 1952 (74 of 1952), read with the Government of India Ministry of Commerce and Industry Notification S.O.1162 dated 4th May, 1960, The Universal Commodity Exchange Limited, Navi Mumbai, with the approval of Forward Markets Commission, hereby notify the Memorandum & Articles of Association of the Universal Commodity Exchange Limited, namely:

(Text of the approved Memorandum and Articles of Association of the UCX to be re-produced here)

MD & CEO

Universal Commodity Exchange Limited (UCX).

कार्पोरेट कार्य मंत्रालय कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

लिमिटेड कम्पनी के रुप में परिवर्तित होने के परिणामस्वरुप, कम्पनी के नाम में परिवर्तन का नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74900MH2008PLC179396

मैसर्स UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED

जो मूल रुप में दिनांक पच्चीस फरवरी दो हजार आठ को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

के रुप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, के साथ पठित घारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय दिनांक 30/03/2009 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स UNIVERSAL COMMODITY EXCHANGE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पन्न, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक अठाईस मई दो हजार नौ को जारी किया जाता है।

MINISTRY OF CORPORATE AFFAIRS Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to Public Limited Company

Corporate Identity Number: U74900MH2008PLC179396

In the matter of M/s UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED

I hereby certify that UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED which was originally incorporated on Twenty Fifth day of February Two Thousand Eight under the Companies Act, 1956 (No. 1 of 1956) as ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED having duly passed the necessary resolution on 30/03/2009 in terms of Section 31/21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to UNIVERSAL COMMODITY EXCHANGE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Twenty Eighth day of May Two Thousand Nine.

(SHRIRAM MOTIRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिरुद्ध में कि कि पुरुषार का पता

Mailing Address as per record available in Registrar of Companies office:

UNIVERSAL COMMODITY EXCHANGE LIMITED ORIENT HOUSE,3A,UDYOG NAGAR, S.V.ROAD, GOREGAON (WEST), MUMBAI - 400062,

Maharashtra, INDIA

कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74900MH2008PTC179396

मैसर्स ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

के मामले में, में एतदद्वारा सत्यापित करता हूँ कि मैसर्स ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

जो मूल रुप में दिनांक पच्चीस फरवरी दो हजार आठ को कम्पनी अधिनियम, 1956 (1956 का 1) के अतर्गत मैसर्स ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1958 की धारा 21 की शतों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना संसा का नि 507 (अ) दिनांक 24.6.1985 एस आर एन A56222953 दिनांक 23/02/2009 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED

हो गया है और यह प्रमाण-पन्न, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक तेईस फरवरी दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number: U74900MH2008PTC179396

In the matter of M/s ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

I hereby certify that ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED which was originally incorporated on Twenty Fifth day of February Two Thousand Eight under the Companies Act, 1956 (No. 1 of 1958) as ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A56222953 dated 23/02/2009 the name of the said company is this day changed to UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given up of bend at Humbai this Twenty Third day of February Two Thousand Nine.

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(SHRIPAM MOTIRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता:

Mailing Address as per record available in Registrar of Companies office:

UNIVERSAL COMMODITY EXCHANGE PRIVATE LIMITED

ORIENT HOUSE, 3A, UDYOG NAGAR, S.V.ROAD, GOREGAON (WEST), MUMBAI - 400062.

WUWDAI - 400002,

Maharashtra, INDIA

安安安安安安安安安安安安安安安安安安安安安



प्रारुप 1 पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या: U74900MH2008PTC179396

2007 - 2008

में एतदद्वारा सत्यापित करता हूँ कि मैसर्स

ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अतंर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक पच्चीस फरवरी दो हजार आठ को मेरे हस्ताक्षर से मुंबई में जारी किया जाता है।

Form 1 Certificate of Incorporation

Corporate Identity Number: U74900MH2008PTC179396 2007 - 2008
I hereby certify that ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Giver under my hand at Mumbai this Twenty Fifth day of February Two Thousand



(SHYAM SUNDER .)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

महाराष्ट्र, मुंबई Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का बता :

Mailing Address as per record available in Registrar of Companies office: ORIENT COMMODITIES EXCHANGE PRIVATE LIMITED

ORIENT HOUSE,3A,UDYOG NAGAR, S.V.ROAD, GOREGAON (WEST), MUMBAI - 400062,

Maharashtra, INDIA



THE COMPANIES ACT, 1956,

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

UNIVERSAL COMMODITY EXCHANGE LIMITED

- I. The name of the Company is UNIVERSAL COMMODITY EXCHANGE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra. i.e. within the Jurisdiction of Registrar of Companies at Mumbai.
- III. The Objects for which the Company is established are: -

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. To establish, organize, regulate and control a mechanism for facilitating, trading in all types of commodities subject to the provisions of the Forward Contracts (Regulation) Act, 1952 including energy and various energy products, other instruments and derivatives thereof, including forward transactions, and other activity including, testing facilities and hallmarking and for the purpose to establish, operate, regulate, maintain and manage facilities in Mumbai and elsewhere in India, enabling the members of the Exchange, their authorised agents and constituents and other participants to transact, clear and settle trades done on the Exchange in different types of contracts in commodities and other instruments and derivatives thereof, in ready, forward and futures markets and to provide accessibility to the markets to various members of the Exchange and their authorised agents and constituents and other participants within and/ or outside India, and to provide, initiate, facilitate and undertake all support services relating thereto as per the Articles of Association, Bye-Laws, Rules and Regulations of the Exchange.
- 2. To facilitate, promote, assist, regulate and manage in public interest, dealings in commodities and derivatives of all kinds and to provide specialized, advanced, automated and modern facilities for trading, clearing and settlement of commodities with high standards of integrity and honour, and to ensure trading a transparent and open manner with access to constituents in or outside India.
- 3. To initiate, facilitate and undertake all steps and all such activities in relation to nationwide commodity exchange, as required for better services and protection for

ensuring greater liquidity for constituents; providing easier access to the Exchange, facilitate inter-market dealings and to facilitate transactions in commodities in a cost effective, expeditious and efficient manner.

Altered vide special resolution passed in Extra ordinary general meeting held on 19th February, 2013 in

Clause A (1). Number 10.

B. THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE

- 4. To apply for and obtain from Government of India, recognition for the exchange as a recognized nationwide commodity exchange for the purpose of managing the business of purchase, sale, dealings and transactions in commodities as per the Forward Contracts (Regulation) Act, 1952 and Forward Contracts (Regulation) Rules, 1954.
- 5. To frame, amend and enforce the Articles, Bye-Laws, Rules and Regulations defining and regulating the terms and conditions subject to which the business on the Exchange as outlined in these presents shall be transacted from time to time.
- 6. To make arrangement through appropriate arbitration, survey, laboratory testing or other methods; a mechanism for resolving disputes and to decide all questions of trading methods, practices, usages, customs or courtesies for conduct of business of the Exchange, and also to provide for suitable forms of contracts for trading in ready, forward and futures markets in different commodities, and instruments and derivatives thereof, decided to be traded or allowed for trading at the Exchange.
- 7. To form other company or companies or subsidiaries for carrying out the operations of company or for carrying out some business or operation ancillary or incidental or expedient in the interests of Company and also to outsource some of the activities of company to such or other companies.
- 8. To levy, charge, recover and receive security deposits, admission fees, transaction and clearing fees, fund subscriptions, margins, penalties, tolls and levies and any other fee and/or sums from Members of the Exchange and registered non-members of the Exchange in terms of the Company's Articles of Association, Rules, Bye-Laws and Regulations.
- 9. To regulate and fix the scale of commission, and brokerage and other charges to be charged by the members of the Exchange from their constituents and others.
- 10. To facilitate resolution of disputes by various means including mediation, conciliation, arbitration, surveys, laboratory testing and to nominate arbitrators, umpires and surveyors on such terms and in such cases as may seem expedient, and to set up regional or local arbitration or survey panels and appellate committee and to provide for rules and methods for arbitration of disputes and claims in respect of transactions relating to or arising out of or in connection with or pertaining to transactions effect d on the

Exchange and including arbitration of disputes between Members of the Exchange interse and/ or between Members of the Exchange and persons who are not the Members of the Exchange; and to remunerate such arbitrators, surveyors, regional or local arbitration panels and appellate committee / members, if any, and to make Rules, Bye-Laws and Regulations in relation to such arbitration and survey proceedings, the fees of arbitrators, the costs of such arbitration, and to define and regulate related matters, and to regulate the procedures thereof and enforce all awards.

- 11. To acquire, collect, preserve, disseminate, or sell statistical or other information in connection with the business of the Company, to maintain a library and to print, publish, undertake, manage and carry on any newspaper, journal, magazine, pamphlet, official yearbook, or other work in connection with or in furtherance of the objects of the Company.
- 12. To test, develop, improve or elevate the technical and business knowledge of persons engaged in or about to be engaged in trade, industry, banking, commerce, finance or company administration/ and in particular in the business and related activities of the Company for dealing in contracts for commodities & derivatives and other related activities pertaining to securities or other instruments or in connection therewith, by organising for delivery of lectures, holding of classes, courses, seminars and the like, and to test by examination or otherwise the competence of such person(s) and to award certificates and diplomas and to institute and establish scholarships, grants and other beneficiation and to set up or form any technical or other educational institution and to run, manage or administer it.
- 13. To subscribe for becoming a member in, or to co-operate with, any other association or entity, whether incorporated or not, in India or abroad, whose objects are to promote the interests represented by the Company so as to advance the general commercial and trade interests and to procure from and communicate to such association or entity such information as may further the objects of the Company.
- 14. To take part in the management of, or set up a research, testing or training division and/or to act as consultants or advisors for the setting up and organizing of Exchanges in India or abroad and to enter into association with any other Exchange in India or abroad whether by subscription or on co-operation principle for furthering the objects of the Company.
- 15. To enter into partnership or arrangements in the nature of partnership, co-operation or union of interest, with any person or entity, engaged or interested or about to become engaged or interested in the carrying on, or conduct, any business which this company is authorized to carry on or conduct or from which the company could or might derive any benefit whether directly or indirectly.
 - 16. To appoint trustee(s) to hold on behalf of and to protect the interest of the Company or further the objects of the Company.
 - 17. To amalgamate or merge with any entity, or allow amalgamation or merger of any entity with this Company, for the purpose of furthering the objects of this Company.

- 18. To form, constitute, promote, manage, subsidize, organize, or assist in forming, constituting, promoting, managing, subsidizing, organizing entities of all kinds, for the purpose of acquiring any undertaking or any property, whether movable or immovable, whether with or without liability of such undertaking for advancing directly or indirectly the objects hereof and to take or otherwise hold and dispose of shares, debentures and other securities in or of any such undertaking and to subsidize or otherwise assist or manage or own any such entity.
- 19. To do business in India and abroad either as principals, agents, trustees, contractors or otherwise, alone or in conjunction with others and either by or through agents, contractors, trustees or otherwise for the attainment of the objects of the Company.
- 20. To own, establish or to have and maintain offices, branches and agents, in or out of India for its business.
- 21. To construct, develop, maintain and alter any land, buildings, constructions or works necessary or convenient for the objects and purposes of the company.
- 22. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in any or all states, territories, possessions, colonies and dependencies thereof in India and in any foreign country.
- 23. To subscribe, contribute, make donations or grants or guarantee money for any general or useful objects and to aid, any association, body or movement subject to the compliance with the provisions of The Companies Act, 1956.
- 24. To establish and support, or assist in the establishment and support of any fund, trust and convenience calculated to advance and further the objects and purposes of the Company in particular, and the commodity, capital and financial markets in general, including markets in commodity products.
- 25. To make payments or disbursements out of the funds or other movable property of the Company for deploying surplus funds of the Company or for any of the purposes specified in these presents and Articles of Association and Rules, Bye-laws and Regulations of the Exchange and to make, draw, accept, endorse, discount, execute or transfer instruments, warrants, debentures or other negotiable or transferable documents.
- 26. To borrow, raise loans in any form, create indebtness, to receive, grants or advances (whether interest free or not) equity loans, or raise any moneys required for the objects and purposes of the Company upon such terms and in such manner and with or without security as may from time to time be determined, by the issue of debentures, debentures stocks, and/or other securities. Any person claiming payment, whether on account of principal or interest or otherwise in respect of the moneys so borrowed or raised shall be entitled to claim such payment out of the funds, properties and other assets of the Company which alone shall be deemed to be liable to make good all claims and demands whatsoever under and in respect of the moneys so borrowed or raised, and not the personal funds, property and other assets of the members of Board of Directors or Members of the Company, or their successors and assigns, who shall not be deemed to have incurred any personal liability or render themselves or himself personally subject or

liable to any claim or demand.

- 27. To invest, lend or advance the monies of the Company not immediately required, in or upon such security and with or without interest and in such other investments as may be, from time to time, be determined by the Company or the Board of Directors under the provisions of The Companies Act, 1956.
- 28. To make experiments alone or jointly with others with a view to improving the Company's business and further to procure the incorporation, registration or other recognition of the Company in any country, state, or place, and to establish and regulate agencies for the purpose of the Company's business.
- 29. To enter into any arrangement or agreement with any person, firm, company or entity, either Indian or foreign, for the purpose of collaboration with such person, firm, company or entity in any business or transaction capable of being conducted, so as to directly or indirectly benefit this Company.
- 30. To acquire, purchase, take over assets, businesses or undertakings of other companies or entities, which may conveniently or advantageously be combined with the business of the Company.
- 31. To remunerate (by cash or other assets or by the allotment of fully or partly paid-up shares or by call on shares, debentures, debenture-stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise, to any person, firm, company or entity for services rendered or to be rendered to the Company or for assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason, which the Company may think proper, subject to the provisions of The Companies Act, 1956.
- 32. To ensure or guarantee the settlements on the Exchange, payment of advances, margins, credits,, and other commercial obligations or commitments of such description as well as the fulfillment of contracts and other trading and commercial transactions of such description, and to indemnify any person against the same as may be determined by the Board of Directors from time to time.
- 33. To guarantee the payment of money secured by or payable under or in respect of any debentures, debenture stock, bond, mortgage, charge, security, contract or obligation of any person, persons or corporation or any authority.
- 34. To apply for, purchase, or otherwise acquire, any patent, trademark, copyright, brevet, invention, license, concession, and the like, conferring an exclusive or non-exclusive or limited right to use any secret or other information, which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop or grant licenses in respect of the aforesaid.
- 35. To open current and/or other accounts with any bank, to pay money into and draw money from such accounts.
- 36. To establish, provide, maintain and conduct research and training centres by engaging establish.

remuneration necessary technical, research, teaching and administration personnel in pursuit of the objects of the company or otherwise subsidize research laboratories, experimental stations, workshops and libraries for researches, experiments and tests of all kinds and to undertake and carry out research and investigations, to process, improve and invent new and better techniques and methods and products and to improve or secure any process, patent, copy-right which the Company may acquire or deal with and to promote and publish studies, researches, surveys and investigations, either independently by the Company or by providing, subsidizing, endowing or assisting laboratories, schools, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration of scientists, scientific or technical personnel or teachers, research workers and inventors, or generally to encourage, promote and reward studies, researches, experiments, tests and inventions of any kind which may be considered likely to assist any of the objects of the Company.

- 37. To promote, sponsor, undertake and carry out rural development including any program for promoting the social and economic welfare of, or the upliftment of the people in any rural area and to incur any expenditure on any program of rural development and to assist promotion or execution thereof either directly or through an independent agency or by making contributions or giving donations or in any other manner.
- 38. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any country.
- 39. To employ experts to investigate and examine into the condition, management prospects, value, character and circumstances of any business, concern and undertaking.
- 40. To undertake and execute any trusts for the benefit of employees and also to undertake the office of trustees for debenture-holders or debenture-stock holder of the Company and to appoint trustees to hold securities on behalf of and to protect the interests of the Company.
- 41. To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects or for effecting any modification of the Company's constitution.
- 42. To enter into arrangements with any Government or Authority, and to obtain from any of them any rights, privileges and concessions, which the Company may think necessary or desirable for furtherance of its objects.
- 43. To distribute any of the Company's property among the members in specie on the event of winding-up, subject to the provisions of The Companies Act, 1956.
- 44. To establish competitions in respect of information suitable for insertion in any publication or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards, gifts and premiums of such character and on such terms as may seem expedient.
- 45. To receive any gift of immovable or movable property and offering or voluntary donation or bequest and legacy from any person or entity for all or any of the objects of

the Company/ with or without any specific conditions/ provided such receipts or the conditions attached are not inconsistent with the objects of the Company. All such gifts, donations, grants, offerings, legacies and bequests, including land, buildings and other immovable properties, shall be treated as forming part of the property of the Company and shall be applied accordingly.

- 46. To provide for the welfare of the employees or ex-employees, directors or ex-directors of the Company and wives, and families or the dependents of such persons, by grant of money/pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, trusts and by providing or subscribing towards medical or other assistance as the Company shall think fit and to subscribe or to contribute or otherwise assist charitable, benevolent, national and/or other institutions or objects.
- 47. To provide for and furnish or secure to any subscriber or purchaser or processor of any publication of the Company, or of any coupon or ticket issued with any publication of the Company, any convenience, advantage, benefit, or special privilege which may seem expedient.
- 48. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider being preliminary out of the funds of the Company.
- 49. To refer to or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards, subject to the Articles of Association, Rules, Bye-Laws and Regulations of the Exchange.
- 50. To apply for, promote, and obtain any statue, order, regulation or other authorizations or enactments which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings or applications.
- 51. To sell, dispose or transfer the business, property and undertaking of the company, or any part thereof for any consideration which the Company may deem fit to accept.
- 52. To obtain know-how in order to utilize it or provide the same in India and abroad, and grant such know-how on such terms and conditions as may be beneficial to the Company, and to establish, maintain, conduct, provide, procure or make available all types of services and to take such steps as may be necessary for the purpose of examining, inspecting, and carrying out tests for the purpose of market research in respect of any project.
- 53. To purchase, take on lease or in exchange or hire and otherwise acquire and maintain any land, buildings, and easements, or any immovable or movable property, patents, licenses, rights and privileges which the company may think necessary or convenient for the purpose of its business and to pay for the same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise

- dispose-off or grant rights over any movable or immovable property, rights and privileges belonging to the Company.
- 54. To adopt such means of making known the business or particular transactions in which the Company is interested, as may seem expedient, and in particular by advertising in the press, by circular, by purchase and exhibition of works of interest, by publication of books and periodicals and by granting prizes, rewards, etc.
- 55. To take part in the supervision or control of the business or operations of any company or undertaking doing similar or related business.
- 56. To effect all such insurance in relation to carrying on the Company's business and any risks incidental thereto as may seem expedient, and if thought fit, to join or become a member of any mutual insurance company or to carry a part or the whole of such insurance risk in connection with the Company's business.
- 57. To promote any Company or Companies for the purpose of acquiring all or any of the property, right and liabilities of this Company or for carrying on any business which this Company is authorized to carry- on or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to promote or advance the interest of this Company.
- 58. To act as technical and management consultants in relation to all aspects of data processing, data processing systems, computer systems, application and system software, process control systems, computer and all the branches of computer science in India and abroad and further act as agent for Indian and international entities providing the equipment and services in the area of management science and computer science and to buy, sell, import, export, hire, lease, install, maintain and use equipment and accessories, know-how and services, software and hardware related to all the aspects of management services and computer science.
- 59. To cater, prepare, evolve, buy, sell, information technology solutions to any industry by providing software, hardware, local area- wide area connectivity and networking, offshore information technology projects, consultancy, value added, reseller or software systems and solutions and to act as software developer, buyer, seller, importer and exporter.
- 60. To act as custodian or depository of warehouse receipts of all kinds, by itself or in association with or through any other company or persons or department or authority for purpose of storage in any form.
- 61. To establish and maintain or to arrange or appoint agents, to establish and maintain clearing house for the objects and purposes of the Company or maintain a holding and clearing corporation, depository clearing house or establish and maintain division and to control and to regulate the working and administration thereof.
- 62. To act as trustees of any deeds constituting or securing any debentures, debentures stock of other securities or obligations and to undertake and execute

any other trusts and also undertake the office of or exercise the powers of executors, administrators, receiver, custodian and trust corporation.

- 63. To constitute any trust with a view to issue preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stock, securities, certificates or other documents or other assets appropriated for the purpose of any such trust and to settle and regulate, and if required, to undertake and execute any such preferred, deferred of other special stocks, securities, certificates or documents.
- 64. To use the distribution network and systems infrastructure of the Company, independently or in association with the Members of the Exchange, or other intermediaries and to support agencies and institutions, to distribute various products and services, within the country and outside, for a fee or charge or otherwise, to further the objects of the Company and use its investment, reach and penetration most optimally.

Altered vide special resolution passed in Extra ordinary general meeting held on 16th March, 2013 from

Clauses B(4) to B(64). 1

C. OTHER OBJECTS ARE

*NIL

Altered vide special resolution passed in Extra ordinary general meeting held on 16 March, 2013

- IV. The liability of the Members is limited by Shares.
- V. 1a) The Authorized share capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores Only), divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
 - b) The paid up capital of the company shall be minimum of 5,00,000/- (Rupees Five Lakh Only).

We, the several persons whose names, addresses and descriptions are hereunder subscribed are desirous of being formed into a company in pursuance to this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names:

¹ The authorized share capital of 110,00,00,000 comprising of 11,00,00,000 equity shares of Rs.10 each was increased as under:

⁻to Rs.100,00,00,000 pursuant to a resolution of shareholders at EGM held on 30 September, 2010.

⁻to Rs.110,00,00,000 pursuant to a resolution of shareholders at EGM held on 19 February, 2013.

Name, Address, Description and occupation of each subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature of witness and his name, address, description & occupation
Orient Information Technology Limited Orient House, 3A, Udyog Nagar, S.V. Road, Goregoan (West) Mumbai 400062	5000 (Five Thousand)	S/d	
Authorized Signatory- Mr. Ketan Sheth- Director in The Board Meeting dated 30/01/2008			
			Suhas Ganpule
Ketan Sheth	5000		S/o Sadanand Ganpule
S/O Suresh Sheth Saloni Bunglow, Friend Society, J. V. P.D. Schme, Juhu Road No. 66, Juhu, Business	(Five Thousand)	S/d	Unnat Nagar No. 4, Building No. 15, Room No. 123, FirstFloor, M G Rd, Goregaon West, Mumbai 400062
TOTAL	10000 (Ten Thousand)		

Dated: 07/02/2008

Place: Mumbai

THE COMPANIES ACT, 1956 COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION

OF UNIVERSAL COMMODITY EXCHANGE LIMITED

		INTERPRETATION
1	Adoption of Table "A"	Subject as hereinafter otherwise provided, the regulations contained in Table 'A' in the Schedule I of The Companies Act, 1956 shall apply to this Company except so far as they have been impliedly or expressly modified by
		what is contained in the Articles hereinafter mentioned.
	"Interpretation."	In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:
2	"The Act"	"The Act" - means The Companies Act, 1956 (Act I of 1956) or any statutory modification or re-enactment thereof for the time being in force.
	"Annual General Meeting"	"Annual General Meeting" means a General Meeting of the members held in accordance with the provisions of Section 166 of the Act.
*	"Articles" or "These Articles" or 'These Presents'	Means the Articles of Association of the Company
*	"Auditors"	"Auditors" - means and includes those persons appointed as such for the time being of the Company.
	"Beneficial Owner"	"Beneficial Owner" shall mean beneficial owner as defined in clause (a) of the sub-section (1) of Section 2 of The Depositories Act, 1996.
	"Board of Directors"	"Board" or "Board of Directors" - means a meeting of the Directors or a Committee thereof duly called and constituted, or as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to
-		pass a Circular Resolution in accordance with these Articles, or acting by Circular Resolution under the Articles.
	"Body Corporate"	Has the meaning assigned thereto by Section 2(7) of The Companies Act 1956, and shall include a Company incorporated in India. The words 'Body Corporate' and 'Company' are used interchangeably.
*	"Bye Laws"	"Bye Laws" means the Bye Laws of the Exchange for the time being in force as approved by FMC under the Forward Contracts (Regulation) Act, 1952.
·	"Capital"	"Capital" - means the capital for the time being raised for the purposes of the Company
	"Chairman"	"Chairman" - means the Chairman of the Board of Directors for the time being of the Company.
	"Clearing House"	Means any clearing house operating for clearing & settlement of any transactions/ contracts in any commodity including derivatives of such contracts or instrument and is approved by the Company/ Exchange.
•	"Company" or "The Company" or "This Company" or "UCX"	Means UNIVERSAL COMMODITY EXCHANGE LIMITED ('UCX')
*	"Commodities"	"Commodities" shall have the meaning assigned to 'goods' under FCRA
	"Contract"	Means a contract for or relating to the purchase and/or sale of a commodity as prescribed by the Exchange and includes all types of forward, futures and other derivatives contracts, as may be permitted by FMC for trading.
·	"Debenture"	"Debenture" - means and includes the Debenture Stock.
	"Depository"	"Depository" means a company formed and registered under The Companies Act, 1956 and/or which has been granted a certificate of registration to act as a depository under the Sub-section (1A) of section 12 of The Securities and Exchange Board of India Act, 1992.

	"Dividend"	"Dividend" - means and includes bonus unless otherwise specified.
	"Director"	"Director" - means the Director for the time being of the Company or, as the
		case may be, the Directors assembled at a Board, or acting under a Circula
		Resolution under the Articles.
	"Documents"	"Documents" - means and includes summons, notice, requisition, other lega
		process and registers, whether issued, sent, delivered or kept in pursuance of
		the Act or any other Act or otherwise.
*	"Exchange"	Means the exchange owned/operated by this Company to facilitate trading
	Dachange	olegans the exchange owned/operated by this Company to facilitate trading
		clearing & settlement in contracts for commodities or any other instruments of derivatives thereon.
	"Executor or Administrator"	
	Executor of Administrator"	"Executor" or "Administrator" - means a person who has obtained probate or
		letters of administration, as the case may be from a competent Court.
	"Extraordinary General Meeting"	"Extraordinary General Meeting" - means an Extraordinary General Meeting
		of the members duly called and constituted and any adjourned holding
		thereof.
*	"FCRA"	"FCRA" means Forward Contracts (Regulation) Act, 1952.
*	"FCRR"	"FCRR" means Forward Contracts (Regulation) Rules, 1952.
*	"FMC/Commission"	"FMC"/"Commission" means The Forward Markets Commission constituted
		by the Central Government under Section 3 of FCRA.
	"General Meeting"	"General Meeting" means a General Meeting of the Members.
*	"In writing" or "Written"	Includes handwriting, typewriting, printing, lithography, faxing, downloading
		through computers, broadcasting through the Trading System, e-mail and/or
		other modes of representing or reproducing words in visible form.
İ.		The state of the s
*	"Institutional Clearing Members"	Institutional Clearing Marshay manage Beatle and Control Victoria
İ		Institutional Clearing Member means a Bank or Financial Institution who has
		a right to clear but not the right to trade the transactions in contracts, as
		permitted by the Commission, through the clearing house of the Company.
	(43.4 1 3.1 A)	
.	"Marginal Notes"	The Marginal Notes hereto shall not affect the construction hereof.
•	"Member of the Exchange"	Means a person, a sole proprietary firm, a partnership firm, a joint hindu
		family, a company, a co-operative society, a public sector organization
		statutory corporation or any other Government or Non -Government entity
		admitted as such by the Exchange for trading, clearing or settlement of
		contracts traded on the Exchange.
*	"Member"	Shall mean the member of the Company holding share or shares of any class
		and whose name is entered in the Register of Members of the Company, and
		shall comprise of the subscribers/ signatories to the Memorandum of
		Association and these Articles, and such other persons, as the Board shall
		admit as members of the Company from time to time.
		Explanation: A member of the company (Shareholder) by virtue of his
		shareholding in the company shall not get any trading or clearing rights in the
		Exchange suo motto
	"Month"	"Month" - means a Calendar month
	"Office"	"Office" - means the Registered Office for the time being of the Company.
		and the state of the total difference of the company,
***************************************	"Ordinary Resolution"	"Ordinary Resolution" - shall have the meaning assigned to it by Section 189
	,	of the Act.
	"Paid-up Capital"	
	up Capital	"Paid-up Capital" includes amounts credited as the paid-up capital of the
	"Darson"	company.
["Person"	"Person" - includes individuals, any company or association or body of
		individuals whether incorporated or not or body corporate, joint hindu family
		a corporative society, any Government or Non- Government entity or any
ty.		other association of persons.
	"Presence" or "Present"	At a meeting means presence or present personally.
	"Presence" or "Present" "Proxy"	"Proxy" - means an instrument whereby any person is authorised to vote for a
	"Proxy"	"Proxy" - means an instrument whereby any person is authorised to vote for a Member at the General Meeting or Poll.
		"Proxy" - means an instrument whereby any person is authorised to vote for a Member at the General Meeting or Poll.
	"Proxy" "Relevant Authority"	"Proxy" - means an instrument whereby any person is authorised to vote for a Member at the General Meeting or Poll. Means the Board of Directors or such other authority as specified by the
	"Proxy"	"Proxy" - means an instrument whereby any person is authorised to vote for a Member at the General Meeting or Poll. Means the Board of Directors or such other authority as specified by the Board from time to time as relevant for a specific purpose.
	"Proxy" "Relevant Authority"	"Proxy" - means an instrument whereby any person is authorised to vote for a Member at the General Meeting or Poll. Means the Board of Directors or such other authority as specified by the

. 1	'Register of Member" or "The Register of Members"	"The Register of Members" - means the Register of Members to be kep pursuant to Section 150 of the Act.
	"Regulations"	"Regulations" means Regulations of the Exchange for the time being in force
	1.Cguintions	and include code of ethics / conduct / governance, circulars, notices, and such other Regulations prescribed by the Board of Directors or Relevant Authority
		from time to time for the operations of the Exchange and these shall be subjec
		to the provisions of FCRA, FCRR, directives issued by the Commission, Bye la Rules of the Exchange.
	"Rules"	"Rules": 'Rules' mean the Rules of the Exchange approved by the FMC under the FCRA
	"Seal"	"Seal" - means the Common Seal for the time being of the Company.
	"OFBIN	"SEBI" means The Securities and Exchange Board of India.
	"SEBI"	"Secretary" - means and includes a temporary or Assistant Secretary and an
	"Secretary"	person or persons appointed by the Board to perform any of the duties of th Secretary
	"Securities"	Include
		I. Shares, scripts, stocks, bonds, debentures, debenture stock or other marketable securities or instruments of a like nature in or of any incorporate
		company or other body corporate or otherwise including futures, options an other derivatives contracts permitted under law;
		II. Government securities;
		III. Such other instruments as may be declared by the Central Government
	A CARE OF STATE OF A SAME AND A S	be securities;
		IV. Rights or interest in securities; and
		V. Any other instruments that may be incorporated under the definition
		securities in The Securities Contracts (Regulation) Act, 1956 or FC(R), 1952.
	"Shares"	"Shares" - means the shares or stocks into which the capital of Company
	Suercs	divided and the interest corresponding with such shares or stocks exce where a distinction between stocks and shares is expressed or implied.
	"Singular Number"	Words importing the singular number include where the context admits of requires the plural number and vice versa.
	"Special Resolution"	"Special Resolution" - shall have the meaning assigned thereto by Section 18 of the Act.
	"The Company's Regulations"	"The Company's Regulations" - means the regulations for the time being for
	"The Registrar"	the management of the Company. "The Registrar" - means The Registrar of Companies, Maharashtra.
	"The Statutes"	"The Statutes" - means The Companies Act, 1956, and every other Act for the
		time being in force affecting the Company
*	"Trading System"	Means the automated trading system of Exchange or any other system provided by the Exchange, which makes available to the members of the system of the syste
		Exchange, by whatever method/ technology/ connectivity, quotations Commodities or any other instruments and disseminates information regarding
		trades effected, volumes, etc. and such notifications as may be placed there
		by the Exchange.
*	"Words"	Words Importing: a) The singular shall include the plural and vice versa.
		a) The singular shall include the plural and vice versa.
		b) Masculine gender includes feminine gender or neutral gender, as t case may be:
	(477	"Year" - means the calendar year and "Financial Year" - shall have t
· .	"Year"	meaning assigned thereto by Section 2 (17) of the Act.
	Expressions in the Act to bear the same meaning in Articles.	Unless the context otherwise requires, words and expressions contained these Articles shall bear the same meaning as in the Act or any Statuto modifications thereof for the time being in force.
	I	
	*Altered vide special resolution passed in	n Extra Ordinary General Meeting held on 20th November, 2012.

3(a)	Authorised Capital.	The Authorised Share Capital of the Company shall be as mentioned in Clause V of Memorandum of Association of the Company as amended from time to time.
(b)		The paid-up share capital of the Company shall be minimum of Rs. 5 Lakhs (Rupees Five Lakh Only).
4	Increase of capital by the company and how carried into effect	The Company in General Meeting may, from time to time, by an ordinary resolution increase the capital by creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting, resolving upon creation thereof, shall direct, and if no
		direction be given, as the Directors shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a right of voting at General Meetings of the Company in conformity with Section 87 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Sections 81, 94 and 97 of the Act.
		The company may issue equity shares with differential rights as to voting, dividend or otherwise in accordance with Section 86 of the Act.
5	New Capital same as existing capital.	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
6	Redeemable preference shares	Subject to the provisions of these Articles, the Company shall have the power to issue Preference Share carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of the Act, exercise such power in such manner as may be provided in these Articles.
7	ESOP	Subject to the provisions of Section 79A and other applicable provisions of the Act and the Rules made thereunder, the Company may issue Sweat Equity if such issue is authorised by a Special Resolution passed by the Company in the General Meeting. The company may also issue shares to employees including its Directors under Employee Stock Option Scheme (ESOP) or any other scheme, if authorised by a Special Resolution in the General Meeting subject to the provisions of the Act and the Rules and applicable guidelines made thereunder, by whatever name called.
	Purchase of Own Shares	(a) Pursuant to Section 77A of the Act, the Company may purchase its own shares or other specified securities from out of its free reserves or out of its securities premium account or out of the proceeds of an earlier issue other than fresh issue of shares made specifically for buy-back purposes by passing a special resolution in the general meeting of the Company.
		(b) Notwithstanding anything contained in these Articles, the Board of Directors may, when and if thought fit, buyback such of the Company's own shares or securities, subject to such limits, upon such terms and conditions and subject to such approvals, as may be permitted under Section 77A of the Act and the applicable guidelines and regulations that may be issued in this regard.

9	Reduction of Capital.	The Company may from time to time by Special Resolution reduce its share capital in the manner authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may if and so far as is necessary alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.
		FURTHER ISSUE OF SHARES
10	Shares to be offered to the existing Shareholders	Where at the time after the expiry of two years from the formation of the Company or at any time after expiry of one year from the allotment of the shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of the further shares either out of the un-issued capital or out of the increased share capital then:
		i Such new shares, whether equity or preference, shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company in proportion as nearly as circumstances admit, to the paid-up capital on those shares at that date;
		ii The aforesaid offer shall be made by notice specifying the number of shares offered and limiting a time not being less than thirty (30) days from the date of offer within which the offer if not accepted will be deemed to have been declined;
		iii The aforesaid offer shall be deemed to include a right exercised by the persons concerned to renounce the shares offered to him or any of them in favour of any other person, and the notice referred to in clause (ii) shall contain a statement of this right; provided that the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him.
- -		iv. After the expiry of the time specified in the notice aforesaid, or earlier notification from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose them of in such manner as it thinks to be most beneficial to the Company.
11	Offering of Shares to persons other than existing Shareholders	Notwithstanding anything contained in Article 11 hereof, the further shares aforesaid may be offered to any persons (whether or not such persons be members of the Company) in any manner whatsoever.
		a) If a special resolution to that effect is passed by the Company in general meeting, or b) Where no special resolution is passed, if the vote cast (whether on show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting including the casting vote, if any, of the chairman) by the members who being entitled to do so, vote in
		person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf that the proposal is the most beneficial to the Company.
12	Time limit for acceptance or renunciation of the offer of shares	Nothing in sub-clause (iii) of Article 10 hereof shall be deemed: a) To extend the time within which the offer should be accepted; or
		b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation as first made has declined to take shares comprised in the renunciation.
		Nothing in this Article or Articles 11 and 12 shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to debentures issued or loans raised by the Company:
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		a) To convert such debentures or loans into shares in the Company, or
		b) To subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).
		Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and that such term
		a) either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with the rules, if any, made by the Central Government in this behalf, and
		b) in the case of debentures or loans other than debentures issued to or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the Special Resolution passed by the Company in General Meeting before the issue of debentures or the raising of the loans.
		CONSOLIDATION, DIVISION AND SUB-DIVISION
13	Consolidation, division and subdivision of shares.	Subject to the provisions of Section 94 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of subsection (I) of Section 94; and the resolution whereby any share is sub-divided, may determine that, as between the holders of the share resulting from such sub-division one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others or other. Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
14	Modification of rights	MODIFICATION OF CLASS RIGHTS (a) At any time, the share capital, by reason of the issue of Preference Shares
		or otherwise is divided into different classes of shares, all or any of the rights, privileges, shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 106 and 107 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued
		shares of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class. The provisions of these Articles relating to General Meetings shall mutatis mutandis apply to every such separate class of meeting
1 4	New Issue of Shares not to affect rights	(b) The rights conferred upon the holders of the Shares (including Preference
	attached to existing shares of that class.	Share- if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari

5	Shares under control of Directors.	Subject to the provisions of these Articles and of the Act, *and subject to prior
		approval of the FMC and in accordance with the guidelines issued by the
	a control of the cont	FMC in this behalf, the shares, (including any shares forming part of th
		increased capital of the Company) shall be under the control of the Director
		who may issue, allot or otherwise dispose of the same or any of them, to suc
		persons in such proportion and on such terms and conditions and at such time
		as the Directors think fit and subject to the sanction of the Company i
		General Meeting, they shall have full power, to give any person the option t
		call for or be allotted shares of any class of the Company either (subject to the
	er en en en en en en en en en en en en en	provisions of sections 78 and 79 of the Act) at a premium or at par or
		discount and such option being exercisable at such times and for suc
		consideration as the Directors think fit (who may issue and allot shares in the
		capital of the Company on payment in full or part of any property sold an
		transferred or for any services rendered to the Company in the conduct of it
	·	business and any shares which may be so allotted may be issued as fully par
		up shares and if issued, shall be deemed to be fully paid-up shares). Provide
		that the option or right to call of shares shall not be given to any person of
		persons without the sanction of the Company in the general meeting.
		The first program of the second of the secon
		a Clay New York
	Dower to issue shows	In addition to and without derogating from the powers for that purpo
6	Power to issue shares.	
		conferred on the Board under Article 12 the Company in General Meetin
,		may, subject to the provisions of Section 81 of the Act, determine that ar
		shares (whether forming part of the original capital or of any increased capit
		of the company) shall be offered to such persons (whether members or not)
		such proportion and on such terms and conditions and either (subject
	•	compliance with the provisions of Section 78 and 79 of the Act) at a premiu
		Compliance with the provisions of Section 76 and 77 of the recy at a premium and with
		or at par or at a discount, as such General Meeting shall determine and wi
		full power to give any persons (whether members or not) the option to call i
		or be allotted shares of any class of the Company either (subject to complian
		with the provisions of Section 78 and 79 of the Act) at a premium or at par
		at a discount as meeting shall determine and with full power to give an
		person (whether a member or not) the option of any class of the Compan
		person (whether a member of not) the option of any class of the company
		either (subject to compliance with the provisions of Section 78 and 79 of the
		Act) at a premium or at par or at a discount such option being exercisable
		such times and for such consideration as may be directed by such Gener
		Meeting or the Company in General Meeting may make any other provision
		whatsoever for the issue, allotment or disposal of any shares.
		Whatsoever for the issue, unothern or ampount of may
7	Shares should be numbered progressively	The shares in the capital shall be numbered progressively according to the
	and no share to be subdivided	several denominations, and except in the manner hereinbefore mentioned
		share shall be sub-divided. Every forfeited or surrendered share shall contin
		to bear the number by which the same was originally distinguished.
		Ito begi the littlibel by which the state was originary distinguished.
8	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in
8	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be
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8	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every personal control of the cont
8	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Regis
8	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every personal control of the cont
8	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member.
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member.
	Acceptance of Shares. Directors may allot shares as full paid-up	An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every persupport who thus or otherwise accepts any shares and whose name is on the Registiable for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is:
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is and allot the shares in the Capital of the Company as payment or part paym
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is and allot the shares in the Capital of the Company as payment or part paym for any property (including goodwill of any business) sold or transferr
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is and allot the shares in the Capital of the Company as payment or part paym for any property (including goodwill of any business) sold or transferr goods or machinery supplied or for services rendered to the Company either
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is and allot the shares in the Capital of the Company as payment or part paym for any property (including goodwill of any business) sold or transferr goods or machinery supplied or for services rendered to the Company either or about the formation or promotion of the Company or the conduct of
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is and allot the shares in the Capital of the Company as payment or part paym for any property (including goodwill of any business) sold or transferr goods or machinery supplied or for services rendered to the Company either or about the formation or promotion of the Company or the conduct of business and any shares which may be so allotted may be issued as fully page.
		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member. Subject to the provisions of the Act and these Articles, the Directors may is and allot the shares in the Capital of the Company as payment or part paym for any property (including goodwill of any business) sold or transferr goods or machinery supplied or for services rendered to the Company either or about the formation or promotion of the Company or the conduct of business and any shares which may be so allotted may be issued as fully page.
19		An application signed by or on behalf of an applicant for shares in Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every pers who thus or otherwise accepts any shares and whose name is on the Regis shall for the purposes of these Articles, be a Member.

20	Deposit and call etc. to be a debt payable	The money (if any) which the Board shall on the allotment of any shares being
	immediately.	made by them, require or direct to be paid by way of deposit, call of otherwise, in respect of any shares allotted by them shall become a debt due to
		and recoverable by the Company from the allottee thereof, and shall a be paid by him, accordingly.
21	Liability of Members.	Every Member, or his heirs, executors, administrators, or legal
		representatives, shall pay to the Company the portion of the Capita represented by his share or shares which may, for the time being remain
		unpaid thereon, in such amounts at such time or times, and in such manner a
		the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.
*22	Registration of Shares.	Shares may be registered in the name of any limited company or othe
		corporate body but not in the name of an insolvent person or a person or unsound mind.
23 .	Share Courts	CERTIFICATES
23 .	Share Certificates.	(a) Every member or allottee of shares shall be entitled without payment, to
		receive one certificate specifying the name of the person in whose favour it is issued the shares to which it relates and the amount paid-up thereon. Such
	•	certificate shall be issued only in pursuance of a resolution passed by the
		Board and on surrender to the Company of its letter of allotment or its
		fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such
		certificate shall be issued under the seal of the Company, which shall be
		arrixed in the presence of two Directors or persons acting on behalf of the
		Directors under a duly registered power of attorney and the Secretary or some
		other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate.
		provided that if the composition of the Board permits of it, at least one of the
		aforesaid two Directors shall be a person other than a Managing or a whole-
		time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been
		issued, indicating the date of issue.
		(b) Any two or more joint allottees of shares shall, for the purpose of this
		Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such
		point owners on behalf of all of them. For any further certificate the Board
		shall be entitled, but shall not be bound, to prescribe a charge not exceeding
		Rupee One. The Company shall comply with the provisions of Section 113 of the Act.
		(c) A Director may sign a share certificate by affixing his signature thereon by
		means of any machine, equipment or other mechanical means such as
		engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such
		machine, equipment or other material used for the purpose.
4 .	Share Certificates to be issued in market	(a) Share certificates shall be issued without payment, in marketable lots, for
	lots	the shares of each class or denomination registered in the members name, and
		where the share certificates are issued in lots other than market lots, members
	·	shall be entitled to subdivision or consolidation of share certificates into marketable lots free of charge or if the directors so approve (upon paying such
	·	lees as the directors may from time to time determine) to several certificates
		each for one or more shares.
	Time limit within which certificates may	(b) The Company shall, within three (3) months after the allotment, unless the
	be issued	conditions of issue thereof otherwise provide or within one month of the
		receipt of the application for registration of transfer transmission sub-
		division, consolidation or renewal of any of the shares, as the case may be deliver the certificate of all the shares and debenture so allotted and
}		transferred.

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	Contents of the Share Certificates	(c) Every share certificate shall specify the number and distinctive numbers
		of shares in respect of which it is issued and amount paid up thereon and shall
	•	be in such form as the directors may prescribe or approve, provided that in
		respect of share or shares jointly held by several persons, the company shall
		not be bound to issue more than one certificate and delivery of a certificate of
,		shares to one of the several joint holders shall be sufficient delivery to all such
		holders.
	Debenture Certificates	(d) The provisions of clauses (b) and (c) above shall apply mutatis mutandis to
		debentures and debenture stock allotted or transferred.
i	Issue of new certificates in place of those	(a) No certificate/s of any share or shares shall be issued either in exchange
	• • •	for those which are sub-divided or consolidated or in replacement or those
	defaced, lost or destroyed.	which are defaced, to torn or old, decrepit, worn out, or where the cages on
		the reverse for recording transfer have been duly utilised, unless the
		the reverse for recording transfer have been dury durised, directs the
		certificates in lieu of which they are issued are produced and surrendered to
		the Company.
		(b) Provided that no fee shall be charged for issue of new certificates in
		replacement of those which are defaced, torn or old, decrepit or worn out or
		where the cages on the reverse for recording transfers have been fully utilised.
		THE COURT OF THE PARTY OF THE P
		(c) Provided further that no fee shall be charged for split, or consolidation of
	1	Share Certificates into denomination corresponding with the market unit for
		trading on the Stock Exchange.
		(d) Provided further that in case any share certificate is lost or destroyed the
		Company may issue a duplicate certificate in place of the certificate so lost o
		destroyed on such terms, as to evidence, out of pocket expenses regarding
		investigation of such evidence and indemnity as the Board may determine
		and on payment of such fees as they may decide, which shall not exceed those
		prescribed by the stock exchanges on which the Company's shares are listed.
		(e) Any renewed certificate shall be marked as such.
		(f) Provided that notwithstanding what is stated above, the Directors sha
		comply with such rules or regulation or requirements of any Stock Exchange
		or the rules made under the Act or the rules made under Securitie
		Contracts(Regulation) Act, 1956 or any other Act, or rules applicable in the
		behalf.
		(g) The provisions of this Article shall mutatis mutandis apply to debenture
		of the Company
	Jointholder deemed sole holder.	(a) If any share stands in the names of two or more persons, the person firm
	Jointholder deemed sole molder.	named in the Register shall as regard receipts of dividends or bonus or service
		of notices and all or any other matter connected with the Company excel
		of houses and an or any other matter commence he deemed sole hold
		voting at meetings, and the transfer of the shares, be deemed sole holds
		thereof but the joint-holders of a share shall be severally as well as joint
		liable for the payment of all calls and other payments due in respect of suc
		share and for all incidentals thereof according to the Company's regulations.
		(L) The Commerciabell not be hound to register more than three removes on the
	Maximum number or joint holders.	(b) The Company shall not be bound to register more than three persons as the
		joint holders of any share.
	Company not bound to recognize any	Except as ordered by a Court of competent jurisdiction or as by law require
	Interest in share other than that of	the Company shall not be bound to recognise any equitable, contingent, futu
	registered holders.	or partial interest in any share, or (except only as is by these Article
	i chatei en noinei a	otherwise expressly provided) any right in respect of a share other than a
		absolute right thereto, in accordance with these Articles, in the person fro
		ausurate right universe, in accordance with uness ratheres, in the person no
		time to time registered as the holder thereof but the Board shall be at liberty
	•	its sole discretion to register any share in the joint names of any two or mo
		1 11 11 11 11 11 11 11 11 11 11 11 11 1
		persons or the survivor or survivors of them.
	Installment on shares to be duly paid.	
	Installment on shares to be duly paid.	If by the conditions of allotment of any share the whole or part of the amou
	Installment on shares to be duly paid.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment.
	Installment on shares to be duly paid.	If by the conditions of allotment of any share the whole or part of the amou or issue price thereof shall be payable by installment, every such installment, shall when due be paid to the Company by the person who for the time being the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who for the company by the person who company by the person who company by the person who company by the person who company by the person who company by the person who company by the person who company by the person who company by the person who company by the person who company by the
	Installment on shares to be duly paid.	If by the conditions of allotment of any share the whole or part of the amou or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his leg
	Installment on shares to be duly paid.	If by the conditions of allotment of any share the whole or part of the amou or issue price thereof shall be payable by installment, every such installme shall when due be paid to the Company by the person who for the time bein and from time to time shall be the registered holder of the share or his leg representative. DEMATERIALISATION OF SHARES

29	Dematerialisation of Shares	(i) Demotral II at a CC 111
	Zemantiansation of Shares	(i) Dematerialisation of Securities
1		Notwithstanding anything contained in these Articles, the Company shall be
-		entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.
1		(ii) Option for investors
		Every person subscribing to securities offered by the Company shall have the
		option to receive security certificates or to hold the securities with the
		depository. Such a person who is beneficial owner of the securities can at any
1		time opt out of a depository, if permitted by law, in respect of any security in
		the manner provided by The Depositories Act, and the Company shall, in the
		manner and within the time prescribed, issue to the beneficial owner the
		required certificates of the securities. If a person opts to hold his security with
		a depository, the Company shall intimate such depository, the details of allotment of the security, and on receipt of the information, the depository
		shall enter in its record the name of the allottee as the beneficial owner of the
		security.
	•	security.
		(iii) Securities in depositories to be in fungible form
		All the securities held by a depository shall be dematerialised and be in
	*	fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C,
		and 372A of the Act shall apply to a depository in respect of the securities
!		held by it on behalf of the beneficial owners.
		(iv) Rights of depositories and beneficial owners
		a) Notwithstanding anything contrary contained in the Act or these Articles, a
		depository shall be deemed to be the registered owner for the purposes of
		effecting transfer of ownership of security on behalf of the beneficial owner.

l		b) Save as otherwise provided in (a) above, the depository as the registered
ĺ		owner of the securities shall not have any voting rights or any other rights in
		respect of the securities held by it.
l		c) Every person holding securities of the Company and whose name is entered
1.241		as the beneficial owner in the records of the depository shall be deemed to be
1.0		a member of the Company. The beneficial owner of the securities shall be
		entitled to all the rights and benefits and be subject to all the liabilities in
		respect of his securities, which are held by a depository.
		(v) Service of documents
	,	Notwithstanding anything contrary contained in the Act or these Articles,
		where securities are held in a depository, the records of the beneficial
		ownership may be served by such depository on the Company by means of
		electronic mode or by delivery of floppies or discs.
		(vi) Transfer of Securities
1		Nothing contained in Section 108 of the Act or these Articles, shall apply to a
		transfer of securities affected by a transferor and transferee both of whom are
		entered as beneficial owners in the records of a depository.
		(vii) Allotment of securities dealt with by a depository
		Notwithstanding anything in the Act or these Articles, where the securities are
		dealt with by a depository, the Company shall intimate the details thereof to
		the depository immediately on allotment of such securities.
		(viii) Distinctive numbers of securities held in a depository
		Nothing contained in the Act or these Articles regarding the necessity of
		having distinctive numbers for securities issued by the Company shall apply
		to securities held in a depository.
		(ix) Register and Index of the beneficial owners
		The Register and Index of the beneficial owners maintained by a depository
		under The Depositories Act, 1996 shall be deemed to be the Register and
		Index of the Members and Security holders for the purpose of these Articles.
	• 1	

30	Application of premium received on	(1) Where the Company issues shares at a premium whether for cash or
	shares.	otherwise, a sum equal to the aggregate amount or value of the premium on
		those shares shall be transferred to an account, to be called "THE SHARE
		PREMIUM ACCOUNT" and the provisions of the Act relating to the
		reduction of the share capital of the Company shall except as provided in this
		clause, apply as if the share premium account were paid up share capital of the
		Company.
		(2) The Share Premium Account may, notwithstanding clause (1) hereof be
		applied by the Company
		(a) in paying up unissued shares of the Company to be issued to the members
		of the Company as fully paid bonus shares;
		(b) in writing off the preliminary expenses of the Company;
		(c) in writing off the expenses of, or the commission paid or discount allowed,
		on any issue of shares or debentures of the Company; or
		(d) in providing for the premium payable on the redemption of any
	and the second second second second	redeemable preference shares or of any debentures of the Company.
	the state of the s	100001110010 protection of of may about the of more than y
		(a) how hash of the commission and
	•	(e) buy back of its securities and
		(f) such other purposes as may be permitted by the law for the time being in
		force.
	Shares at a discount.	The Company may issue at a discount shares in the Company of a class
		already issued, if the following conditions are fulfilled, namely:
	***************************************	(i) the issue of the shares at a discount is authorised by a resolution passed by
		the Company in General Meeting and sanctioned by the Company Law Board
		or other body appointed in this behalf if such sanction is required;
		(ii) the resolution specifying the maximum rate of discount (not exceeding ten
		per cent or such higher percentage as the Central Government may permit in
		any special case) at which the shares are to be issued; and
	in the professional state of the second	(iii) the shares to be issued at a discount are issued within two months after the
		date on which the issue is sanctioned by the Company Law Board or within
		such extended time as the Company Law Board may allow.
		BUY-BACK OF SHARES
5,	Buy-back of shares	(a) Pursuant to Section 77or 77A and Section 77B of the Act, the Company
		may purchase its own shares by passing a special resolution in the general
		meeting of the Company.
		(b) Notwithstanding anything contained in these Articles and without
		prejudice to the generality of the aforesaid, the Board of Directors may, when
		and if thought fit, buyback such of the Company's own shares or securities
		subject to such limits, upon such terms and conditions and subject to such
		approvals, as may be permitted under Section 77A of the Act and the
		applicable guidelines and regulations that may be issued in this regard.
		UNDERWRITING AND BROKERAGE
	Commission man by and	The Company may at any time pay commission to any person for subscribing
3	Commission may be paid.	to share, debenture or debenture stock or any other security of the Company
		subject to the provisions of the Act. The commission may be paid or satisfied
		in cash or by way of shares, debentures or stocks of the Company.
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		6.1 11
4	Brokerage.	The Company may on any issue of shares or debentures pay such brokerage a
		may be reasonable and lawful.
		INTEREST OUT OF CAPITAL
5	Interest out of capital	The Company may pay interest on so much of that share capital as is for the
		time being paid up, for the period, at the rate and subject to the conditions and
		restrictions provided by Section 208 of the Act, and may charge the same to
		Capital
		CALLS

36	Directors may make calls	Subject to the provisions of Section 91 of the Act the Board of Directors may,
		from time to time, by a resolution passed at a meeting of the Board (and not
		by a Circular Resolution) make such call or calls as it thinks fit upon the
		members in respect of all moneys unpaid on the shares whether on account of
		the nominal value of the shares or by way of premium, held by them
		respectively and not by conditions of allotment thereof made payable at fixed
		time and each member shall now the amount of account of
		time and each member shall pay the amount of every call so made on him to
		the person or persons and at the times and places appointed by the Board of
		Directors. A call may be made payable by installments. A call pay be
		postponed or revoked as the Board may determine.
	4 "	
*37	Notice of calls.	
137	Notice of cans.	Fourteen days' notice at least in writing of any call shall be given by the
		Company, specifying the time and place of payment, and the person or
20		persons to whom such call shall be paid.
38	Calls to date from Resolution.	A call shall be deemed to have been made at the time when the resolution
		authorizing such call was passed at a meeting of the Board of Directors and
		may be made payable by the members whose names appear on the Register of
		Members on such date or at the discretion of the Directors on such subsequent
		date as shall be fixed by the Board of Directors.
*39	Restrictions on power to make calls.	No call shall be made payable within two months or with in such period, as
		the Board may decide, after the last preceding call was payable.
40	Directors may extend time	The Board of Directors may, from time to time at its discretion, extend the
		time fixed for the payment of any call, and may extend such time as to all or
		any of the Members, who on account of residence at a distance or other cause,
		in opinion of Board of Directors are fairly entitled to such extension; but no
		member shall be entitled to such extension as of right except as a matter of
		grace and favour.
41	Amount payable at fixed time or by	If by the terms of issue of any share or otherwise any amount is made payable
	installments to be treated as calls.	at any fixed time or by installments at fixed time (whether on account of the
		amount of the share or by way of premium) every such amount or installment
		shall be payable as if it were a call duly made by the Directors and of which
		due notice has been given and all the provisions herein contained in respect of
		calls shall apply to such amount or installment accordingly.
-		r, ,
42	When Interest on call or installments	If the sum payable in respect of any call or installment be not paid on or
	payable.	before the day appointed for the payment thereof the holder for the time being
		or allottee of the share in respect of which the calls shall have been made or
		the installment shall be due, shall pay interest on the same at such rate not
		exceeding twenty two per cent per annum as directors shall fix from the day
		appointed for the payment thereof to the time of actual payment, but the
	*	directors may waive payment of such interest wholly or in part.
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to prove that the name of the Member in respect of whose shares the money is sought to be recovered and entered on the Register of Members as the holder, at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of such money is sought to be recovered is alleged to have become due on the shares as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares in respect of which such money in sought to be recovered is alleged to have become due on the shares in respect of which such money in sought to be recovered, that the resolution making the call is dualy recorded in the Minute Dook; and that notice of such call turns duly recorded in the Minute Dook; and that notice of such call turns duly recorded in the Minute Dook; and that notice of such call turns duly recorded in the Minute Dook; and that notice of such call the such as the call is dualy recorded in the Minute Dook; and that notice of such call was duly recorded in the Minute Dook; and that notice of such as such call, nor that a quorum of Directors was present as Board at which any call was made, nor that the meeting at which any call was made, nor that the meeting at which any call was made, nor that the meeting at which any call was made, nor that the meeting at which any call was made, nor that the meeting at which any call was made, nor that the proof of the matters aforesaid shall be conclusive evidence of the doot. Partial payment not to preclude forfeiture. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any induspence granted by the Company from threafter proceeding to enforce a forfeiture of such shares as hereinafter provided. Payment in anticipation of calls may carry in the call the company from threafter proceeding to enforce a forfeiture of such shares as hereinafter provided. Payment in anticipation of calls may carry in	43	Evidence in actions by Company against	On the trial or hearing of any action or suit brought by the Company against
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(c) The provision of these Articles shall apply mutatis mutandis apply to calls	l		
(c) The provision of these Articles shall apply mutatis mutandis apply to calls			
on the debenture of the Company.			
LIEN			

47 As 48 Tra 49 Appshal	Company to have lien on shares. Is to enforcing lien by sale.	The Company shall have a first and paramount lien upon all shares other than fully paid-up shares (which shall be free from lien), registered in the name of any Members either alone or jointly with any other person, and upon the proceeds of sale thereof, for all debts, liabilities, engagements and obligations whether solely or jointly with any other person, called or payable at a fixed time in respect of such shares / debentures and no equitable interest in any shares shall be created except upon the footing and condition that this Article shall have full effect, and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/ debentures. Unless otherwise agreed, the registration of transfer of shares/ debentures shall operate as a waiver of the company's lien if any, on such shares or debentures and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Board may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. Provided that no sale shall be made -: (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of the time decided by the Board after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such shares and may authorise one of their members to execute a transfer thereon on behalf of and in the name of such members.
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48 Tra 49 Appsha		which the Company has a lien for the purpose of enforcing the same. Provided that no sale shall be made -: (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of the time decided by the Board after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their members to execute a transfer thereon on behalf of and in the name of such members.
49 App share 50 If m	ransfer of share sold under lien.	that no sale shall be made -: (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of the time decided by the Board after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their members to execute a transfer thereon on behalf of and in the name of such members.
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49 App share 50 If m	ransfer of share sold under lien.	(1) To give effect to any such sale, the Board may authorise some person to
49 App share 50 If m	ransfer of share sold under lien.	(1) To give effect to any such sale, the Board may authorise some person to
49 App sha		transfer the shares sold to the murchager thereof
shar	and the second of the second of the second	
shar		(2) The purchaser shall be registered and 1.11.
shar		(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer; and
shar 50 If m		
shar	and the second of the second o	(3) The purchaser shall not be bound to see to the application of the purchase
shar 50 If m		money, nor shall his title to the shares be affected by any irregularity or
shar 50 If m	unlication of annuity of a	invalidity in the proceedings in reference to the sale.
50 If m	pplication of premium received on	(1) The net proceeds of any such sale shall be received by the Company and
1	iares.	applied in or towards such part of the amount in respect of which the lien
1		exists as is presently payable; and
1		(2) The residue, if any, shall be paid to the person entitled to the shares at the
1		date of the sale (Subject to a like lien for sums not presently payable as existed
1-1-22		on the share before the sale).
1-1-22		FORFEITURE OF SHARES
to b	money payable on share not paid notice	If any member fails to pay any call or any installment of a call on or before the
	be given to member.	day appointed for the payment of the same or any such extension thereof as
		aforesaid, the Board of Directors may, at any time thereafter, during such time
:		as the call for installment remains unpaid, give notice to him requiring him to
		pay the same together with any interest that may have accrued and all
		expenses that may have been incurred by the Company by reason of such non-
		payment.
51 Sum	m payable on allotment to be deemed to	For the purposes of the manifest of the manife
he a	a call.	
		shares, the sum payable upon allotment in respect of a share shall be deemed
		to be a call, payable upon such share on the day of allotment.
52 For		m · · · · ·
-	orm of notice	The notice shall name a day (not being less than fourteen days from the date
.	rm of notice.	of the notice) and a place or places on and at which such call or installment
	rm of notice.	I Prove of places of and at which such can of installment
	rm of notice.	and such interest thereon at such rate and expenses as aforesaid are to be paid
	orm of notice.	and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before
1	orm of notice.	and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was
	orm of notice.	and such interest thereon at such rate and expenses as aforesaid are to be paid

53	In default of payment shares to be forfeited.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time there after before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other money, payable in respect of the forfeited shares and not actually paid before the forfeiture.
54	Notice of forfeiture to a members.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and any entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner be invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
55	Forfeited share to be the property of the Company and may be sold etc.	Any share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.
56	Member still liable to pay money owing at the time of forfeiture and interest.	Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate as the Board of Directors may determine and the Board of Directors may enforce the payment of such monies or any part thereof, if it thinks fit, but shall not be under any obligation so to do.
57	Effect of forfeiture.	The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
58	Power to annul forfeiture.	The Board of Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
59	Validity of forfeiture	(1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
*		(2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
		(3) The person to whom such share is sold, re-allotted or disposed off shall thereupon be registered as the holder of the shares; (4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment;
		(5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.
60	Provision of these Articles as to forfeiture to apply in case of non-payment of any sum.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

61	Ta	
61	Cancellation of share certificates in respect of forfeited shares.	Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the Certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the persons entitled thereto.
62	Surrender of shares.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.
1.50		TRANSFER AND TRANSMISSION OF SHARES
*63	Allotment / transfer of shares	Any allotment / transfer of shares exceeding 1% of equity shares Exchanges shall be subject to the prior approval of the Forward Markets Commission and in accordance with the guidelines issued by the Government /Forward Markets Commission.
*63A	Register of Transfers.	The Company shall keep a book, to be called the Register of Transfers, and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.
64 .	Form of Transfer.	The instrument of transfer of any share shall be in the prescribed form as per and in accordance with the requirements of, Section 108 of the Act.
65	Application for transfer.	(1) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee;
		(2) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice;
		(3) For the purpose of sub-clause (2) above, notice to the transferee shall be deemed to have been duly given if it is dispatched by pre-paid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
66	To be executed by Transferor and Transferee.	Every such instrument of transfer duly stamped shall be executed by or on behalf of both the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.
67	Transfer by legal representative.	A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of the instrument of transfer.
68	Transfer Books when closed.	The Board of Directors shall have power of giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situate, to close the Transfer Books, the Register of Members or Register of Debenture Holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty-five days in each year as it may seem expedient to the Board.
69	Directors may refuse to register transfer	(a) Subject to the provisions of Section 111A of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, for sufficient cause decline to register or acknowledge any transfer of shares
		 (b) No share shall in any circumstances be transferred to any insolvent or person of unsound mind. (c) No partly paid share shall be transferred to a minor. PROVIDED THAT registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares.

70	Death of one or more joint holders of shares.	In case of the death of any one or more persons named in the Register of Members as the joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
71	Title to shares of deceased member.	The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such member and the Company shall not be bound to recognise such executors or administrators or holders of a succession
		certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense
<i>)</i>		with production of Probate or Letters of Administration or Succession Certificate and register under Article 70 the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.
		November
72	Nomination.	NOMINATION (i) Notwithstanding anything contained in the articles, every holder of shares
		or debentures of the Company may, at any time, nominate a person in whom his shares or debentures shall vest in the event of his death and the provisions of Section 109A and 109B of The Companies Act, 1956 shall apply in respect of such nomination.
		(ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the shares or debentures of the Company in the manner specified under Section 109A of The Companies Act, 1956.
		(iii) The Company shall not be in any way responsible for transferring the shares and/ or debentures consequent upon such nomination.(iv) If the holder(s) of the shares or debentures survive(s) nominee, then the
		nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.
73	Registration of Persons entitled to shares otherwise than by transfer. (Transmission clause)	Subject to the provisions of Articles 70 and 71 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any Member, or by any lawful means other than by a transfer in accordance
		with these Articles, may, with the consent of the Board of Directors (which it shall not be under obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles, or of his title, as the Board of Directors shall require and upon giving such indemnity as the Directors shall require either be registered as a member in respect of such shares or elect to have some person nominated by him and
		approved by the Board of Directors registered as a member in respect of such shares provided, nevertheless, that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and, until he does so, he shall not be freed from any liability in
		respect of such shares. This clause is herein referred to as "The Transmission Clause".
74	Refusal to register nominee.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any share or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

75	Directors entitled to refuses to register	The Company shall be entitled to decline to register more than three persons
7.	more than four joint holders.	as the joint holders of any share.
76	Persons entitled may receive dividend without being registered as Members.	A person entitled to a share by transmission shall subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other money payable in respect of the share.
77	Conditions of registration of transfer.	Prior to the registration of a transfer, the certificates or certificate of the share or shares to be transferred, and if no such certificate is in existence, the Letters
		of Allotment of the shares, must be delivered to the Company along with (save as provided in Section 108 of the Act) a properly stamped and executed instrument of transfer, with the date of presentation of the instrument to the proper authorities duly engrossed thereon.
78	No fee on transfer or transmission.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and Letter of Administration, Certificates of Death or Marriage, Power-of-Attorney or similar other documents.
79	The Company not liable for disregard of a notice prohibiting registration of a transfer.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company and, the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.
80	When transfer instruments are to be retained.	All instruments of transfer which have been registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand, be returned to the person depositing the same. The Board may destroy all transfer deeds lying with the Company after such period as the Board may determine.
81	Conversion of shares into stock or	CONVERSION OF SHARES INTO STOCK The Company may, by ordinary resolution in General Meeting:
	reconversion.	a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.
82	Transfer of stock.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable.
83	Rights of stock holders.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they held the shares for which the stock arose; but no such privileges or advantages (except dividends, participation in profits by an amount of stock) which would not, if existing in shares, have conferred that privilege or advantage.
84	Regulations.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.
	L	BORROWING POWERS

85	Power to borrow.	Subject to the provisions of Sections 58A, 292 and 293 of the Act and of these Articles, the Board of Directors, may, from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from its members or members of the public either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company from any source. Provided, however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in general meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.
04	The newment of the second of t	The managed on management of managed beamand at the second by
86	The payment or re-payment of moneys borrowed.	The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its uncalled capital for the time being; and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
87	Terms of issue of debentures.	Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares,
		attending (but not voting) at the general meeting, appointment of directors, and otherwise; debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the general meeting by way of special resolution
88	Mortgage of uncalled capital.	If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
89	Bonds, Debentures etc. to be under the control of the Directors.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
90	Register of charges etc. to be kept.	The Board of Directors shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall cause the requirements of Sections 118, 125 and Sections 127 to 144 (both inclusive) of the Act in that behalf to be duy complied with, so far as they fall to be complied with by the Company. The Company shall comply with the provisions of Section 135 of the Act as regards modification of a charge and its registration with the Registrar.
91	Register and index of debenture holders.	The Company shall, if at any time it issues debentures, keep a Register and Index of debenture-holders in accordance with section 152 of the Act. The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture-holders resident in that State or Country.

92	Indemnity may be given	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnify to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
		COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS
*93	Copies of Memorandum and Articles of Association to be sent by the company to members.	The Company shall subject to the payment of the fee prescribed under Section 39 of the Act or its statutory modification for the time being in force, on being so required by a member, send to him within a reasonable time, a copy of The Memorandum & The Articles of Association of the Company as in force for the time being.
		MEETINGS OF MEMBERS
94	Annual General	(1) The Company shall, in each year hold, in addition to any other meetings, a general meeting as its Annual General Meeting in accordance with the provisions of Sections 166 and 210 of the Act and shall specify the meeting as such in the notice calling it. Except in the case where the Registrar has given an extension of time for holding any Annual General Meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that if the Registrar shall have extended the time within which any Annual General Meeting shall be held, such Annual General Meeting may be held within the additional time;
	Meeting.	(2) Every Annual General Meeting shall be called for any time during business hours, on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office of the Company is situate for the time being; (3) Every member of the Company shall be entitled to attend either in person
		or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as auditor.
95	Report, Statement and Registers to be laid before the Annual General Meeting.	At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Auditors' Report (if not already incorporated in the Audited Statement of Accounts), the Proxy Register with proxies, and the Register of Directors' shareholdings.
96	Extraordinary General Meeting	All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
97	Annual Returns.	(1) The Company shall comply with the provisions of Section 159 of the Act regarding the filing of Annual Return and the provisions of Section 161 of the Act as regards the annual return and certificates to be annexed thereto;
	Place of keeping and inspection of registered and returns.	(2) The Register of Members, Index of Members, the Register and Index of Debenture holders and copies of all Annual Returns prepared under Sections 159 and 161 of the Act together with the copies of certificates and documents required to be annexed thereto under Sections 159 and 161 of the Act shall be kept at the Registered Office of the Company. PROVIDED that such registers, returns and copies of certificates and document, of any or more of them may instead of being kept at the Registered Office of the Company, be kept at any other place within the city, town in which the Registered Office of the Company is situate for the time being if
·		i) such other place has been approved for this purpose by a Special Resolution passed by the Company in General Meeting; and (ii) The Registrar has been given in advance a copy of the proposed Special Resolution.

	Inspection.	(3) (a) The registers, indexes, returns and copies of certificates and other documents referred to in sub-clause (2) hereof shall, except when the Registers of Members or Debenture holders is closed under the provisions of the Act, be open during the business hours (subject to such reasonable restrictions as the Company may impose, so that not less than two hours in each day are allowed for inspection) (i) of any member or debenture holder without fee and (ii) of any other person on payment of a fee of one rupee for each inspection;
		 (b) Any such member debenture holder or other person may take abstract from the said document or require copy thereof in accordance with Section 163 of the Act. (4). The Company shall cause any copy required by any person under clause (b) of sub-clause (3) to be sent to that person within a period of ten days, exclusive of non-working days, commencing on the day next after the day on which the requirement is received by the Company.
98	Circulation of Members' Resolution	(1) Subject to the provisions of Section 188 of the Act, the Directors shall on the requisition in writing of such number of members as is hereinafter specified and (unless the Annual General Meeting otherwise resolves) at the expense of the Requisitionists.
•		 a) give to the members of the Company entitled to receive a notice of any resolution which may properly be moved and is intended to be moved at that meeting; and b) circulate to members entitled to have notice of any General Meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. (2) The number of members necessary for requisition under clause (1) hereof shall be -
		(a) such member or members as represent not less than one-twentieth of the total voting power of all the members having at the date of the requisition a right to vote on the resolution or business to which the requisition relates; or
		(b) not less than one hundred members having the right aforesaid and holding shares in the Company on which there has been paid up an aggregate sum of not less than rupees one lac in all.
		(3) Notice of any such resolution shall be given and any such statement shall be circulated to members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each member in any manner permitted by the Act for service of notice of the meeting and notice of any such resolution shall be given to any other member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served or notice of the effect of the resolution shall be given, as the case may be, in the same manner, and so far as practicable, at the same time as notice of the meeting, and where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.
		(4) The Company shall not be bound under this article to give notice of any resolution or to circulate any statement unless: (a) a copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company. (i) in the case of a requisition requiring notice of resolution, not less than six weeks before the meeting, and
		(ii) in the case of any other requisition, not less than two weeks before the meeting, and

		(b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto. PROVIDED that if after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, and an Annual General Meeting is called for a date six weeks or less after such copy has been deposited the copy although not deposited within the time required by this clause, shall, be deemed to have been properly deposited for the purpose thereof.
e.		(5) The Company shall not also be bound under this article to circulate any statement, if, on the application ether of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this clause are being either to secure needless publicity for defamatory matter.
		(6) Notwithstanding anything in these Articles contained, the business which may be dealt with at an Annual General Meeting shall include a resolution of which notice is given in accordance with this Article and for the purpose of this Clause notice shall be deemed to have been so given notwithstanding the accidental omission in giving it, to one or more members.
99	Extraordinary General Meeting by Board and by requisition.	The Directors may, whenever they think fit convene an Extraordinary General Meeting and they shall on requisition of the members as hereinafter provided, forthwith proceed to convene Extraordinary General Meeting of the Company.
100	Contents of requisition and numbers of requisitionists required and the conduct of meeting.	•
		(1) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.
		(2) The requisition may consist of several documents in like form, each signed by one or more requisitionists.
		(3) The number of members entitled to requisition a meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid up capital of the Company as at that date carries the right of voting in regard to that matter.
		(4) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (3) shall apply separately in regard to such matter, and the requisition, shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.
		(5) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the meeting may be called—
		(a) by the requisitionists themselves, or (b) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one-tenth of the paid-up share capital of the Company as is referred to in sub-clause (3) whichever is less.
		PROVIDED that for the purpose of this sub-clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by sub-section (2) of Section 189 of the Act.
		(6) A meeting called under Clause (5) by the requisitionists or any of them
		(a) shall be called in the same manner, as nearly possible, as that in which meeting is to be called by the Board, but

	I	(b) shall not be held after the expiration of three months from the date of
		deposit of the requisition. PROVIDED that nothing in sub clause (b) shall be deemed to prevent a meeting duly commenced before the expiry of the period
		of three months aforesaid, from adjourning to some day after the expiry of that period.
		(7) Where two or more persons hold any shares in the Company jointly, a
		requisition, or a notice calling a meeting signed by one or some only of them shall for the purposes of this Article have the same force and effect as if it had
		been signed by all of them.
		(8) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company and any sums so repaid shall be retained by the Company
		by the Company, and any sums so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees o
		other remuneration for their services to such of the Directors as were in default.
101	Length of notice of meeting.	(1) A General Meeting of the Company may be called by giving not less than
. ,		twenty-one days' notice in writing.
		(2) A General Meeting may be called after giving shorter notice than that specified in Clause (1) hereof if consent is accorded thereto -:
		(i) in the case of an Annual General Meeting, by all the members entitled to vote thereat; and
		(ii) in the case of any other meeting, by members of the Company holding no less than ninety-five per cent of such part of the paid-up share capital of the
		Company as gives a right to vote at the meeting, PROVIDED that where any members of the Company are entitled to vote only on some resolution o
		resolutions to be moved at a meeting and not on the others, those member
		shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the latter.
102	Contents and manner of service of notice.	(1) Every notice of a meeting of the Company shall specify the place and the
		day and hour of the meeting and shall contain a statement of the business to be transacted thereat.
		(2) Subject to the provisions of the Act, notice of every General Meeting shall be given —
•		(a) to every member of the Company in the manner authorised by sub-sections (1) to (4) of Section 53 of the Act;
		(b) to the persons entitled to a share in consequence of the death, or
		insolvency of a member, by sending it through the post in a pre-paid letter addressed to them by name, or by title of representatives of the deceased or
		assignee of the insolvent, or by like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or unti
		such an address has been so supplied by giving the notice in any manner in which it might have been if the death or insolvency had not occurred; and (e
		to the Auditors of Auditor for the time being of the Company, in any manne authorised by Section 53 of the Act in the case of any member of the
		Company. PROVIDED that where the notice of meeting is given by
		advertising the same in a newspaper circulating in the neighbourhood of the Registered Office of the Company under sub-section (3) of Section 53 of the
		Act, the statement of material facts referred to in Section 173 of the Act nee
		not be annexed to the notice as required by that Section, but it shall be mentioned in the advertisement that the statement has been forwarded to the
		members of the Company.
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		(3) Every notice convening a meeting of the Company shall state that member entitled to attend and vote at the meeting is entitled to appoint
•		proxy to vote and attend instead of himself and that a proxy need not be member of the Company.
103	Special and Ordinary business and explanatory statement.	(1) (a) in case of an Annual General Meeting, all business to be transacted the meeting shall be deemed special, with the exception of business relating to
		(i) The consideration of the accounts, balance sheet and reports of the Boar
		of Directors and Auditors;

		 (ii) The declaration of dividend; (iii) The appointment of Directors in the place of those retiring, and (iv) The appointment of and the fixing of the remuneration of the Auditors.
		(b) In the case of any other meeting, all business shall be deemed special.
		(2) Where any item of business to be transacted at the meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern of interest, if any, therein of every Director. PROVIDED that where any item of special business at the meeting of the Company relates to or affects, any other company the extent of shareholding interest in that other company of every Director shall be set out in the statement, if the extent of such shareholding interest is not less than 20% of the paid up share capital of that other company.
		(3) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement as aforesaid.
104	Omission to give notice not to invalidate a resolution passed	The accidental omission to give any such notice as aforesaid to or the non-receipt thereof by any member or other person to whom it should be given shall not invalidate the proceedings of any such meeting.
105	Notice of business to be given.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the meeting.
106	Quorum.	Five members entitled to vote and present in person shall be quorum for general meeting and no business shall be transacted at the general meeting unless the quorum requisite be present at the commencement of the meeting A body corporate being a member shall be deemed to be personally present it is represented in accordance with section 187 of the Act.
107	Presence of Quorum.	If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present the meeting if called by or upon the requisition of members shall stand dissolved and in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also a quorum is no present within half an hour from the time appointed for holding the meeting the member present shall be a quorum, and may transact the business for which the meeting was called.
108	Resolution passed at adjourned meeting.	Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
109	Chairman of General Meeting.	The Chairman of the Board of Directors shall be entitled to take the Chair at every General Meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting, or shall decline to take the Chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the Chair, then the members present shall elect one of their numbers to be the chairman. If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected as a result of the poll he shall be the Chairman for the rest of the meeting.
110	Business confined to election of Chairman whilst chair vacant.	No business shall be discussed at any General Meeting except the election of a Chairman, whilst the Chair is vacant.

111	Chairman may adjourn meeting.	(1) The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from
		time to time and from place to place.
		(2) No business shall be transacted at any adjourned meeting other than the
		business left unfinished at the meeting from which the adjournment took place.
n. h. n. n. h. n.		(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
¥		(4) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
112	Voting to be by show of hands in the first instance.	At any General Meeting, a resolution put to the vote of the meeting shall unless a poll is demanded under Article 117 be decided on a show of hands.
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113	Chairman's declaration of result of voting on show of hands.	A declaration by the Chairman that in pursuance of Article 115 on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of votes in favour or against such resolution.
114	Demand for poll.	(1) Before, or on the declaration of the result of the voting on any resolution
		on show of hands a poll may be ordered to be taken by the Chairman of the
		meeting of his own motion and shall be ordered to be taken by him on demand made in that behalf by the person or persons specified below, that is to say by any member or members present in person or by proxy and holding shares in the company
	100	i) which confer power to vote on the resolution not being less than one-tenth
		of the total voting power in respect of the resolution; or
	en en en en en en en en en en en en en e	ii) on which an aggregate sum of not less than fifty thousand rupees has been
		paid up. (2) The demand for a poll may be withdrawn at any time by the person or
		persons, who made the demand.
115	Time of taking poll.	A poll demanded on a question of adjournment shall be taken forthwith. A
		poll demanded on any other question (not being relating to the election of a
	*	chairman which is provided for in Article 109 shall be taken at such time not being later than forty-eight hours from the time when the demand was made in
٠.		such manner and place as the Chairman of the meeting may direct.
116	Scrutineers at poll.	Where a poll is to be taken, the Chairman of the meeting shall appoint two
		Scrutineers to scrutinise the votes given on the poll and to report thereon to
		him. One of the scrutineers so appointed shall always be a member (not being
		an officer or employee of the Company) present at the meeting, provided such
-		a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a
		scrutineer from office and fill vacancy in the office of the scrutineer arising
		from such removal or from any other cause.
117	Demand for poll not to prevent	The demand for a poll except on, the question of the election of the Chairman
- • •	transaction of other business.	and of an adjournment shall not prevent the continuance of a meeting for the
		transaction of any business other than the question on which the poll has been
		demanded.

(1) Resolution under Section 225 of the Act at an Annual General Meetin appointing as Auditor a person other than a retiring Auditor or providing expressly that a retiring Auditor shall not be reappointed; (2) Resolution under Section 284 of the Act removing a Director before the expiry of his period of office; and (3) Resolution under Section 284 of the Act appointing a Director in place of the Director so removed. A copy of each of the following resolutions (together with a copy of the Statement of material facts annexed under Section 173 of the Act to the notice of the meeting in which such resolution has been passed) or agreement shall, within thirty days after the passing or making thereof be printed of typewritten and duly certified under the signature of Officer of the Compart and filed with the Registrar: (a) Every Special Resolution; (b) Every resolution which has been agreed to by all the members of the Company, but which, if not so agreed to would not have been effective for the purpose unless it has been passed as a Special Resolution; (c) Every resolution of the Board of Directors or agreement executed by the Company relating to the appointment, re-appointment or renewal appointment or variation in the terms of appointment or renewal appointment or variation in the terms of appointment or so agreed to, would not have been agreed to by all the members of any class of shareholders but which has been agreed to by all the members of any class of shareholders but which if not so agreed to, would not have been effective for the purpose unless it had been passed by son particular majority required by the Act or by these articles and every particular majority required by the Act or by these articles and every particular majority required by the Act or by these articles and every particular majority required by the Act or by these articles and every particular majority required by the Act or by these articles and every particular majority required by the Act or by these articles and every particular mag	18	Special notice.	Where by any provision contained in the Act or in these articles special notice
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121	Members paying money in advance not to be entitled to vote in respect thereof.	A member paying the whole or a part of the amount remaining unpaid on any share held by him, although no part of that amount has been called upon, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.
122	Restriction on exercise of voting rights of members who have not paid calls.	No member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised a right of lien.
123	Number of Votes to which member entitled.	Subject to the provisions of Articles 121 and 122 every member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorised) have one vote and on a poll, when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid up equity share capital of the Company. Provided however, if any Preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 87, he shall have a right to vote only on resolutions before the meeting which directly affect the rights attached to his preference shares. A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceeding the date on which the vote is taken.
124	Vote of Member of unsound mind.	A member of unsound mind or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his Committee or other legal guardian and any such Committee or Guardian may on a poll vote by proxy.
125	Votes of Joint Members.	If there be joint registered holders of any shares any one of such persons may vote at any meeting either personally or by an agent duly authorised under a Power of Attorney or by proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting, and, if more than one of such joint holders be present at any meeting either personally or by agent or by proxy, that one of the said persons so present who stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting; provided always that a person present at any meeting personally shall be entitled to vote in preference to a person present by an agent duly authorised under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of this articles be deemed joint holders thereof.
126	Representation of Body Corporate, President of India, Governor of State.	(1) A body corporate (whether a company within the meaning of the Act or not) may, if it is a member or creditor of the Company (including a holder of debentures), authorise such person as it thinks fit by a resolution of its Board of Directors or other Governing Body to act as its representative at meeting of the creditors of the Company or debenture holders of the Company. A person authorised by resolution as aforesaid shall be entitled at exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise it were an individual member, creditor or holder of debentures of the Company.

		(2) Where the President of India or the Governor of a State is a member of the Company, the President or, as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a member of the Company.
127	Votes in respect of Shares of deceased or insolvent member.	Any person entitled under the Transmission Clause to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that at least forty eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of his rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
128	Voting in person or by proxy.	Subject to the provisions of these Articles vote may be given either personally or by proxy.
129	Rights of Members to use his votes differently.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy, or other person entitled to vote for him, as the case may be, need not if he votes, use all his votes or cast in the same way all the votes he uses.
130	Proxies.	Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS that a proxy so appointed shall not have any right whatever to speak at the meetings. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint one or more proxies.
131	Proxy either for specified meeting or for a period.	An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purposes of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.
*132	Proxy to vote on a show of hands.	Member present only by proxy, shall be entitled to vote on a show of hands,
133	Deposit of Instrument of appointment.	The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarial certified copy of that power of attorney or authority, shall be deposited at the office forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy may not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
134	Form of proxy.	Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX to the Act, and signed by the appointer or his attorney duly authorised in writing, or, if the appointer is a body corporate be under its Seal or be signed by an officer or attorney duly authorised by it.
135	Inspection of proxies.	Every member entitled to vote at a meeting of the Company according to the provisions of these Article on any resolution to be moved there at shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect proxies lodge at any time during the business hours of the Company provided not less than three days notice in writing of the intention so to inspect is given to the Company.

136	Validity of votes given by proxy notwithstanding revocation of authority.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any power of attorney or authority under which much proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office before the commencement of the meeting, or adjourned meeting at which the proxy is used.
137 ·	Time for objections to vote.	No objection shall be made to the qualification of any voter or to the validity of a vote except at the meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting.
138 - 65 (6) (Chairman of any meeting to be the judge of validity of any vote.	The Chairman of any meeting shall be the sole judge of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
139	Custody of instrument.	If any such instrument of appointment be confined to the object appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine, in the custody of the Company; it embracing other objects copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.
Sec. A.M. s		POSTAL BALLOT
	Postal Ballot	Notwithstanding anything contained in the provisions of the Act, and the rules made thereunder, the Company may, and in case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted by postal ballot, shall, get any such business/resolutions passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
		DIRECTORS
*141° Carr Log Son Her Electronic Son Herbital Log Son Herbital	Number of Directors and Allegarian School Directors and Allega	Subject to the provisions of Sections 252 of the Act, until otherwise determined by special resolution the number of the directors of the Company shall not be less than three and not more than twenty(subject to the approval of the Central Government where such number exceeds twelve) including the Nominee Director(s) of Government of India/FMC nominee and independent Directors in the public interest as specified/directed by the FMC in its directives/ circulars/ guidelines issued in this regard from time to time The following persons shall be the first Directors of the Company -
# - 1, -27		1. KETAN'SHETH
		2. RANJIT PRABHU
		Mr. KETAN SHETH shall be Permanent Director of the Company and shall
*141A	Composition of the Board of Directors	hold office not liable to retire by rotation. 1.1 Not less than 50% (one-half) of the strength of the Board of Directors shall be Independent Directors subject to the conditions, of whom:
1 19 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		i) 4 Directors or 25% of the strength of the Board whichever is higher, shall be appointed by the Forward Markets Commission; and
		ii) 25% of the strength of the Board shall be appointed by the Exchange with the prior approval of the Forward Markets Commission.
		1.2 The remaining posts of Directors of the Board shall comprise of shareholder directors
		1.3 The persons appointed as Directors on the Board of Directors of the Exchange should satisfy the criteria of "fit and proper person" as prescribed by Forward Market Commission
		Appointment of Independent Directors shall be governed by the following

ı	1	
		ii) There shall be no restrictions on the period of appointment of shareholder
		Directors;
		iii) Exchange appointed Independent Directors shall be appointed for
*1410		maximum 2 consecutive periods of 3 years each.
*141C	Chief Executive	1.1 The appointment, renewal of appointment and the termination of services
		including terms and conditions of service, of the Chief Executive shall be
		subject to prior approval of FMC. However, the Exchange shall determine the
		manner of selection, terms and conditions of appoint and other procedura
		formalities associated with the selection/appointment of the Chief Executive
		While recommending the names to FMC, the Exchange shall submit a
		undertaking that the necessary due diligence has been carried out by ther
		with respect to the verification of antecedents, credentials and experience of
		the proposed persons.
		1.2 The Exchange should adopt a transparent procedure of selection of the
Y		Chief Executive, such as selection committee and the process of selection
		While recommending the names of the selected candidates to the FMC, the
		detailed procedure of selection and also the basis of selection should also b
		indicated.
,		1.3 The Chief Executive of the Exchange should be a person of high caliber
		integrity and expertise and should have sufficient authority to manage the
		affairs of the Exchange.

	• •	1.4 It shall be the duty of the Managing Director & CEO to give effect to the
		directives, guidelines, orders, circulars issued by the Forward Market
	· · · · · · · · · · · · · · · · · · ·	Commission / Government of India in order to implement the applicable
		provisions of law, rules, and regulations as also the Rules, Regulations
		Byelaws and Memorandum and Articles of Association of the Exchange. An
		failure in this regard will make the Managing Director &CEO liable for
		removal from or termination of service by the Board of Directors of the Exchange with the prior approval of the Forward Markets Commission, or or
		receipt of directions to that effect from the Forward Markets Commission,
		subject to the Managing Director & CEO being given an opportunity of being
		heard against such termination or removal.
		" Such termination of femoval,
		The persons appointed as Chief Executive of the Exchange should satisfy the
		criteria of "fit and proper person" as prescribed by Forward Marke
142	Dahantura Diseata	Commission.
174	Debenture Directors.	Any Trust Deed for securing debentures or debenture-stock, may, if so
		agreed, provide for the appointment, from time to time, by the Trustee
		thereof or by the holders of debentures or debenture-stocks, of some person to
		be a Director of the Company, and may empower such Trustees or holders o
		debentures or debenture stocks, from time to time, to remove and re-appoin
		any Director to appointed The Director appointed under this Article is
		hereinafter referred to as "Debenture Director" and the term "Debenture
		Director" means the Director for the time being in office under this Article
		The Debenture Director shall not be liable to retire by rotation or be removed
	•	by the Company. The Trust Deed may contain such ancillary provisions a
1.75m2		may be agreed between the Company and the Trustees and all such provisions
1,34		shall have effect notwithstanding any of the other provisions herein contained
4.0		
		

	N. J. Bi	I CA C No. 4 a a section of the Control of the Cont
*143	Nominee Director.	(a) Subject to the provisions of the Act and notwithstanding anything to the
	The second of th	contrary contained in these Articles, any Financing Company or Body
		Corporate or Bank or Insurance Corporation (hereinafter referred to as "the
1		Financial Institution") shall have a right to appoint, remove, reappoint,
		substitute from time to time, its nominee as a Director (hereinafter referred to
		as the "Nominee Director") on the Board of the Company, so long as any
		moneys remain owing to them or any of them, by the Company, out of any
		Financial assistance granted by them or any of them to the Company by way
		of loan and/or by holding debentures and/or share in the Company and/or a
1		
		result of underwriting or direct subscription and/or any liability of the
1 1		Company arising out of the guarantee furnished by the Financial Institution on
		behalf of the Company remains outstanding. The FMC may nominate such
* +	and the first of t	number of directors as nominee directors, subject to the provisions of the
		FCRA / FCRR.
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I		the second of th
		(b) The Nominee Director/s so appointed shall not be required to hold any
		qualification shares in the Company nor shall be liable to retire by rotation.
	e e e e e e e e e e e e e e e e e e e	The Board of Directors of the Company shall have no power to remove from
. 1		office the Nominee Director/s so appointed. Subject to the aforesaid Article
		144(a) the said Nominee Director/s shall be entitled to the same rights and
I		privileges including receiving of notices, copies of the minutes, sitting fees,
		etc. as any other Director of the Company is entitled.
	garage and the second of the	Company of the company to the company to the company of the compan
l		
4 4		(c) If the Nominee Director/s is an officer of a financial institution the sitting
43 39		fees in relation to such nominee Directors shall accrue to the said financial
	a marine a combine all lances to the	institution The Financial Institution shall be entitled to depute observer to
The Armson	and the state of t	attend the meetings of the Board or any other Committee constituted by the
	Branch and the second section in the second	Board.
		(d) The Nominee Director/s shall, notwithstanding anything to the Contrary
	and the second second second second second second second second second second second second second second second	and the control of the control of the company of the control of t
		contained in these Articles, be at liberty to disclose any information obtained
		by him/them to the Financial Institution appointing him/them as such
1.8		Director/s.
144	Special Directors.	In connection with any collaboration arrangement with any Company or
		corporation or any firm or person for supply of technical know-how and/or
	the second secon	machinery or technical advice the Directors may authorise such company,
	The second secon	corporation, firm or person hereinafter in this Article referred to as
		"Collaborator" to appoint from time to time any person as the Director of the
		Company (hereinafter referred to as "Special Director") and may agree that
		such Special Director shall not be liable to retire by rotation, so however that
		such Special Director shall hold office, so long as such collaboration
·		arrangement remains in force, unless otherwise agreed between the Company
		and such collaborator under the collaboration arrangements or at any time
		thereafter. The Collaborator may at any time and from time to time remove
		such Special Director appointed by it and may at an;;y time of such removal
	egi kanalan da kanalan da kanalan da kanalan da kanalan da kanalan da kanalan da kanalan da kanalan da kanalan Kanalan da kanalan da k	such Special Director appointed by it and may at an;;y time of such removal and also in the case of death or resignation of the person so appointed, at any
		such Special Director appointed by it and may at an;;y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such
		such Special Director appointed by it and may at an;;y time of such removal and also in the case of death or resignation of the person so appointed, at any
		such Special Director appointed by it and may at an;;y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or
		such Special Director appointed by it and may at an;;y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be
		such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every
		such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one
		such Special Director appointed by it and may at an;; time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so
		such Special Director appointed by it and may at an;; time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of
		such Special Director appointed by it and may at an;; time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so
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		such Special Director appointed by it and may at an;; time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of
		such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of Collaborators eligible to make the appointment.
145	Limit of number of retiring Directors.	such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of Collaborators eligible to make the appointment.
145	Limit of number of retiring Directors.	such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of Collaborators eligible to make the appointment.
145	Limit of number of retiring Directors.	such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of Collaborators eligible to make the appointment. The provisions of Articles 145, 146, 147 and 148 are subject to the provisions of Section 255 of the Act and the number of such Directors appointed under
145	Limit of number of retiring Directors.	such Special Director appointed by it and may at an;;y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of Collaborators eligible to make the appointment. The provisions of Articles 145, 146, 147 and 148 are subject to the provisions of Section 255 of the Act and the number of such Directors appointed under Articles 145, 146, 147 and 148, shall not exceed in the aggregate one-third of
145	Limit of number of retiring Directors.	such Special Director appointed by it and may at an;; y time of such removal and also in the case of death or resignation of the person so appointed, at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or his authorised representative and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the number of Collaborators eligible to make the appointment. The provisions of Articles 145, 146, 147 and 148 are subject to the provisions of Section 255 of the Act and the number of such Directors appointed under

Appointment of alternate Director.	The Board may appoint an Alternate Director (hereinafter called the
	"Alternate Director") to act for a period of not less than three months during the absence of the original Director from the State of Maharashtra. Every such Alternate Director, shall subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meeting to have an exercise of all the powers and duties and authorities of the original Director. The Alternate Director appointed under this article shall vacate office as and when original Director returns to the State of Maharashtra. If the term of office of the original Director is determined before he returns to the State of Maharashtra, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.
Directors may fill vacancies.	The Directors shall have power at any time and from time to time to appoint any qualified person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election
Additional Director.	The Directors shall also have power at any time and from time to time to appoint any other qualified person to be a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for re-election at such meeting.
Qualification of Director.	A Director shall not be required to hold any qualification share.
Remuneration of Director.	The remuneration of a Director for his service shall be such sum as may be determined by the Board of Directors but not exceeding such sum as may be prescribed by the Act or Central Government for each meeting of the Board or a Committee thereof attended by him. The Directors subject to the sanction of the Central Government (if any required) may be paid such further remuneration as the Company in General Meeting shall, from time to time, determine and such further-remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination shall be divided amongst the Directors equally.
Extra remuneration of Director for Special Work.	Subject to the provisions of Sections 198, 309, 310, 311 and 314, of the Act, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a member of any Committee formed by the Directors or in relation to signing share certificates) or to make special exertions in going or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Directors, and such remuneration may be, either in addition to or in substitution for his share in the remuneration above provided.
	broyled.
Traveling expenses incurred by Director on Company's business.	The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting at a place other than his
	Directors may fill vacancies. Additional Director. Qualification of Director. Remuneration of Director. Extra remuneration of Director for Special Work.

153	Directors may not act not withstanding vacancy.	The continuing Directors may act notwithstanding any vacancy in their body, but if and as long as their number is reduced below the quorum fixed by these Articles, for a meeting of the Board of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.
154	Disqualification of Director.	A person shall not be capable of being appointed Director of the Company, if
	and the second of the second o	(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force; (b) he is an undischarged insolvent;
	in the state of th	(c) he has applied to be adjudged an insolvent and his application is pending;
	in the state of th	(d) he has been convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the
		sentence; (e) he has not paid any call in respect of shares of the Company held by him, whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call; or
S 2 3 3 4 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	er Standard (n. 1905) en en en en en en en en en en en en en	(f) an order disqualifying him for appointment as Director has been passed by a Court in pursuance of Section 203 of the Act and is in force unless the leave of the Court has been obtained for his appointment in pursuance of that Section.
		(g) he is a director of a public company which-
	e se en la trada de la composición del composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composición de la composici	i. has not filed the annual accounts and annual return for any continuous three financial years commencing on and after the first day of April, 1999 or
		ii. has failed to repay its deposit or interest thereon on due date or redeem its debentures on due date or pay dividend and such failure continues for one year or more provided that such person shall not be eligible to be appointed as a director of any other public company for a period of five years from the date on which such public company, in which he is a director failed to file annual accounts and annual returns under sub-clause (i) or has failed to repay its deposit or interest or redeem its debentures on due date or pay dividend referred to in clause (ii).
155	Vacation of Office by Director.	(1) The Office of a Director shall become vacant if— (a) he is found to be of unsound mind by a Court of competent jurisdiction; or
		(b) he applies to be adjudged an insolvent; or (c) he is adjudged an insolvent; or (d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
	Particular to the product of the pro	(e) he fails to pay call in respect of shares of the Company held by him, whether-alone or jointly with others, within six months from the last date for the payment of the call, unless the Central Government has by a notification, removed the disqualification incurred by such failure; or
		(f) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or (g) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a Director, accepts a loan, or any guarantee or security for a loan from the Company in contravention of Section 295 of the Act; or

	in a contract or to be ento nature of his	in any way whether directly or indirectly concerned or interested or arrangement or proposed contract or arrangement, entered into ered into by or on behalf of the Company fails to disclose the a concern or interest at a meeting of the Board of Directors as section 299 of the Act; or
	Act; or (j) he is remo of his period	es disqualified by an Order of the Court under Section 203 of the oved by an ordinary resolution of the Company before the expiry of Office; or see in writing to the Company, he resigns his Officer; or
	(l) having be employment	en appointed a Director by virtue of his holding Office or other in the Company, he ceases to hold such Office or other in the Company.
	clause (1) her effect	standing anything contained in sub-clauses (c), (d) and (i) of reof, the disqualification referred to in these clauses shall not take
	(a) for thirty	days from the date of the adjudication, sentence or order;
	against the a	y appeal or petition is preferred, within the thirty days aforesaid djudication, sentence or conviction resulting in the sentence or he expiry of seven days from the date on which such appeal or sposed of; or
	preferred in r appeal or p	thin the seven days aforesaid, any further appeal or petition is espect of the adjudication, sentence, conviction or order, and the petition, if allowed would result in the removal of the on, until such further appeal or petition is disposed of
156 Removal of Di	rector. (a) The Com	pany may (subject to the provisions of Section 284 and other
	application p	rovisions of the Act and these Articles) by ordinary resolution Director before the expiry of his period of office.
	be required of	otice as provided by Article 118 or Section 190 of the Act shall of any resolution to remove a Director under the Article or to other person in place of a Director so removed at the meeting at emoved
	the Company and the Direction	t of notice of a resolution to remove a Director under this Article, shall forthwith send a copy thereof to the Director concerned ctor (whether or not he is a member of the Company) shall be
	entitled to be	heard on the resolution at the meeting.
		otice is given of a resolution to remove a Director under this ne Director concerned makes with respect thereto representations
	their notifical representation	the Company (not exceeding a reasonable length) and request tion to members of the Company, the Company shall, unless the ns are received by it too late for it to do so (a) in the notice of the
	representation	iven to members of the Company state the fact of the ns having been made and (b) send a copy of the representations mber of the Company to whom notice of the meeting is sent
	(before or at representation	fter the representations by the Company) and if a copy of the ns is not sent as aforesaid because they were received too late or the Company's default, the Director may (without prejudice to his
	right to be he meeting; prov	ard orally) require that the representations shall be read out at the vided that copies of the representations need not be sent or read
1 1	out at the me	eting if on the application either of the Company or of any other
		claims to be aggrieved, the Court is satisfied that the rights this sub-clause are being abused to secure needless publicity for

		(e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Article 148 or Section 262 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed; Provided special notice of the intended appointment has been given under sub-clause (3) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid. (f) If the vacancy is not filled under sub-clause (c), it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable, of Article 148 or Section 262 of the Act, and all the provisions of that Article
		and Section shall apply accordingly. (g) The Board of Directors may remove a director from office if the majority of the directors attending a meeting of the Board convened for the purpose assent to the resolution.
157	Directors may contract with Company.	Subject to compliance with the provisions of Sections 297, 299, 300 and 314 of the Act and save as herein provided no Director shall be disqualified to hold any office or place of profit under the Company or under any Company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in anywise interested be avoided, nor shall any Director be liable to account to the Company for profit arising from any contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.
158	Disclosure of Director's interest.	(1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors, in the manner provided in Section 299 (2) of the Act.
		(2) (a) In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested. (b) in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.
		(3) (a) For the purposes of clauses (1) and (2) a general notice given to the Board by a Director to the effect that he is a Director or a member or a specified body corporate or is a member or a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notices, entered into with that body corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made.
		(b) Any such general notice, shall expire at the end of the financial year in which it is given, but may be renewed for further period of one democial year at a time by a fresh notice given in the last month of financial year in which it would otherwise expire. (c) No such general notice, and no renewal thereof, shall be of effect unless either it is given at a meeting of the Board, or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

		(d) Nothing in this Article shall apply to any contract or arrangement entered into between the Company and any other company where any one or two or more of Directors together holds or hold not more than two per cent of the paid up share capital in the other company.
159	Board resolution necessary for certain contracts.	(1) Except with the Consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative if partner, any other partner in such a firm, or a private company of which the Director is a member or director, shall not enter into any contract with the Company —
		 (a) for the sale, purchase or supply of any goods, materials or services; or (b) for underwriting the subscription of any share in or debentures of the Company. (2) Nothing contained in sub-clause (a) of clause (1) shall affect —
		(a) the purchase of goods and materials from the Company or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or
		(b) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private Company on the other for sale, purchase or supply of any goods, materials, and services in which either the Company or Director, relative, firm, partner or private company as the case may be, regularly trades or does business, PROVIDED that such contract or contracts do not relate to goods and materials the value of which or services the cost of which exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts; or
		(3) Notwithstanding anything contained in clauses (1) and (2) a Director, relative, firm, partner or private company as aforesaid may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company for the sale purchase of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a meeting three months of the date on which the contract was entered into.
•		(4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into.
		(5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.
160	Disclosures to the members of Director's interest in contract in appointing manager, Managing Director or Secretaries and Treasurers.	If the Company — (a) enters into a contract for the appointment of a Manager or Managing Director of the Company in which contract any Director of Company is in any way directly or indirectly concerned or interested; or
		(b) varies my such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 302 of the Act shall be complied with.
161	Holding of office of profit by Directors etc.	(1) Except with the consent of the Company accorded by special resolution
		(a) No Director of the Company shall hold any office or place of profit; and

(b) No partner or relative of such a Director, no firm in which such a Director or relative of such Director is a partner, no private company of which such a Director is a Director or member, and no Director or Manager of such a private company shall hold any office on place of profit, carrying a total monthly remuneration of such sum as may be prescribed", except that of Managing Director or whole time director or Manager, banker or trustee for the holders of debentures of the Company:

(i) under the Company; or

(ii) under any subsidiary of the Company, unless the remuneration received from such subsidiary in respect of such office or place of profit is paid over to the Company or its holding Company. PROVIDED that it shall be sufficient, if the special resolution according consent of the Company is passed at the general meeting of the Company held for the first time after the holding of such office or place of profit; PROVIDED FURTHER that where a relative of a Director or a firm in which such a relative is a partner is appointed to an office or place of profit under the Company or a subsidiary thereof without the knowledge of the Director, the consent of the Company may be obtained either in the general meeting aforesaid or within three months from the date of the appointment whichever is later. For the purpose of this clause a special resolution according consent shall be necessary for every appointment in the first instance to an office or place of profit and to every subsequent appointment to such office or place of profit on a higher remuneration not covered by the special resolution except where an appointment on a time scale has already been approved by the special resolution;

(2) Nothing in Clause (1) hereof shall apply where a relative of a Director or a firm in which such relative is a partner holds any office or place of profit under the Company or a subsidiary thereof having been appointed to such office or place before such Director becomes a Director of the Company.

(3) If any office or place of profit is held in contravention of the provisions of sub-clause (1) above or except as provided by clause (2) above, the Director, partner, relative, firm, private company or manager company shall be deemed to have vacated his or its office as such on and from the date next following the date of the general meeting of the Company referred to in the first proviso to clause (1) above or, as the case may be, the date of expiry of the period of three months referred to in the Second proviso to clause (1) above, and shall also be liable to refund to the Company remuneration received or the monetary equivalent of any perquisite or advantage enjoyed by him or it for the period immediately preceding the date aforesaid in respect of such office or place of profit.

- (4) Every individual, firm, private company, or other body corporate proposed to be appointed to any office or place of profit to which this article applies shall, before or at the time of such appointment, declare in writing whether he or it is or is not connected with the Director of the Company in any of the ways referred to in clause (1).
- (5) Any office or place shall be deemed to be an office or place of profit under the Company within the meaning of clause (1)—
- (a) in case the office or place is held by a Director, if the Director holding it obtains from the Company anything by way of remuneration over and above the remuneration to which he is entitled as such Director whether as salary, fees, commission, perquisites, the right to occupy free of rent any premises as a place of residence or otherwise;

		(b) In case the office or place is held by an individual other than a Director or by any firm private company or other body corporate if the individual firm, private company or body corporate holding it obtains from the Company anything by way of remuneration whether as salary, fees, commission, perquisites, the right to occupy free of rent any premises as a place of residence or otherwise (6) Notwithstanding anything contained in sub-clause (1) (a) no partner or relative of a Director or Manager; (b) no firm in which such Director or Manager or relative of either is a Partner; (c) no private company of which such a Director or Manager or relative of
		either is a Director or member; shall hold any office or place of profit in the Company which carries a total monthly remuneration of not less than such sum as may be prescribed except with the prior consent of the Company by a Special Resolution and the approval of the Central Government.
162	Loans to Director etc.	The Company shall not without obtaining the previous approval of the Central Government in that behalf, directly or indirectly make any loan to or give any guarantee or provide any security in connection with loan made by my other person to, or any other person by —
		 (a) any Director of the Company or any partner or relative of any such Director; (b) any firm in which any such Director or relative is a partner; (c) any private company of which any such Director is a Director or member;
		(d) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such Director, or by two or more such Directors together; or
		(e) any body corporate, the Board of Directors, Managing Director or Manager whereof, is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors of the Company.
163	Loans etc. to Companies.	The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security to the Companies or bodies corporate under the same management as provided in Section 372A of the Act.
164	Register of contracts in which Directors are interested.	(1) The Company shall keep one or more Registers in which shall be entered separately particulars of all contracts and arrangements to which Sections 297 and 299 of the Act applies including the following particulars to the extent they are applicable in each case, namely:
		 (a) the date of the contract or arrangement; (b) the names of the parties thereto; (c) the principal terms and conditions thereof; (d) in the case of a contract to which Section 297 of the Act applies or in the case of a contract or arrangement to which sub-section (2) of Section 299 of the Act applies the date on which it was placed before the Board;
		(e) the names of the Directors voting for and against the contract or arrangement and the names of those remaining neutral. (2) Particulars of every such contract or arrangement to which Section 297 of the Act or as the case may be sub-section (2) of Section 299 applies shall be entered in the relevant register aforesaid —
		(a) in the case of a contract or arrangement requiring the Board's approval within seven days (exclusive of public holidays) of the meeting of the Board at which the contract or arrangement is approved;

		 (b) in the case of any other contract or arrangement within seven days of the receipt at the Registered Office of the Company of the particulars of such other contract or arrangement or within thirty days of the date of such other contract or arrangement whichever is later, and the Register shall be placed before the next meeting of the Board and shall then be signed by all the Directors present at the meeting. (c) the register shall be kept at the registered office of the Company, and it
		shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 163 of the Act shall apply accordingly.
		(3) The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the firms and bodies corporate of which notice has been given by him under sub-section (3) of Section 299 of the Act.
		(4) Nothing in clauses (1), (2) and (3) shall apply to any contract or arrangement for the sale, purchase or supply of any goods, materials or services if the value of such goods and materials or the cost of such services does not exceed rupees one thousand in the aggregate in any year.
		ROTATION AND APPOINTMENT OF DIRECTORS
165	Director may be Director of Companies promoted by the Company.	A Director may be or become a Director of any company or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company except in so far as Section 309(6) or Section 314 of the Act may be applicable.
166	Rotation of Director.	Not less than two-thirds of the total number of Directors shall (a) be persons whose period of the office is liable to determination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the Articles be appointed by the
167	Retirement of Director.	Subject to the provisions of Section 256 of the Act and Articles 143, 144 and 145 at every Annual General Meeting of the Company, one-third of such of the Directors for the time-being as are liable to retire by rotation or if their number is not three or in multiple of three, the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Special Directors, and subject to Article 180 Managing Director or whole time Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. In these articles a "Retiring Director" means a Director retiring by rotation. PROVIDED HOWEVER and notwithstanding anything hereinafter contained in Article 180, in the event of the number of non-rotating directors other than a Government Director, Debenture Director, Nominee Directors, and a Special Director being reduced below two-third the Managing or whole-time Director shall retire by rotation so as to comply with the requirements of Section 255 of the Act.
168	Ascertainment of Directors retiring by rotation and filling of vacancies.	The Directors to retire by rotation under Article 169 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become directors on the same those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.
169	Eligibility for re-election.	A retiring Director shall be eligible for re-election.
170	Company to fill vacancies.	Subject to Sections 258, 259, and 284 of the Act, the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacancy by appointing the retiring Director or some other person thereto.

Provisions in default of appointment.	(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand
	adjourned till the same day in the next week, at the same lime and place, or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place.
	(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless —
	 (i) at that meeting or the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
	(ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed;
	 (iii) he is not qualified or is disqualified for appointment; (iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the Act; or
	(v) the proviso to sub-section (2) of Section 263 of the Act is applicable to the case.
Company may increase or reduce the number of Directors or remove any Director.	Subject to the provisions of Sections 252, 255 and 259 of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors, and may prescribe or alter qualifications.
Appointment of Director to be voted individually.	(1) No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless resolution that it shall be so made, has been first agreed to by the meeting without any vote being given against it.
	(2) A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided that where a resolution so moved is passed no provision for the automatic reappointment of retiring Director in default of mother appointment as hereinbefore provided shall apply.
	(3) For the purpose of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.
Notice of Candidature for office of Directors except in certain cases.	(1) No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for office as the case may be, along with a deposit of five hundred rupees which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director.
	(2) The Company shall inform its members of the candidature of the person for the office of Director or the intention at a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notices on the members as aforesaid in the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where
	Company may increase or reduce the number of Directors or remove any Director. Appointment of Director to be voted individually.

	(3) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 257 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed. (4) A person, other than — (a) a Director, re-appointed after retirement by rotation or immediately on the expiry of his term of office, or (b) an additional or alternate Director or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as a director or re-appointed as an additional or alternate Director immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.
Register of Directors etc. and notification of change to Registrar.	(1) The Company shall keep at its Registered Office a Register containing the particulars of its Directors and other persons mentioned in Section 303 of the Act and shall send to the Registrar a Return containing the particulars specified in such Register, and shall otherwise comply with the provisions of the said Section in all respects.
Register of Directors' Share holding.	(2) The Company shall keep at its Registered Office a Register showing as respects each Director of the Company the number, description, and amount of any shares in or debentures of the Company or any other body corporate being the Company's subsidiary or holding company or a subsidiary of the Company's holding company which are held by him or in trust for him or of which he has any right to become the holder whether on payment or not, as required by Section 307 of the Act. Such Register shall be kept open for inspection by any member or debenture-holder of the Company as required by Section 307(5) of the Act.
Disclosure by Director of appointment to any other body corporate.	Every Director (including a person deemed to be a Director of the Company by virtue of the explanation to sub-section (1) of Section, 303 of the Act), Managing Director, Manager or Secretary of the Company who is appointed to or relinquishes office of Director, Managing Director, Manager or Secretary of any other body corporate shall within thirty days of his appointment to, or as the case may be, relinquishment of such office, disclose to the Company the particulars relating to the office in the other body corporate which are required to be specified under sub-section (1) of Section 303 of the Act.
Disclosure by Directors of their holdings of shares and debentures of the Company.	Every Director and every person deemed to be Director of the Company by virtue of sub-section (10) of Section 307 of the Act shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable
	Register of Directors' Share holding. Disclosure by Director of appointment to any other body corporate.

178	Board may appoint Managing Directors	Subject to the provisions of Section 269 and other applicable provisions of the
"	or whole time Directors.	Act and these Articles, the Directors shall have power to appoint and remove
	or whole that Directors	from time to time one or, more Managing Director or Managing Directors or
		Whole-Time Director or Whole-Time Directors of the Company for such
•		1 V
		terms not exceeding five years at a time as they may think fit, to manage the
		affairs and business of the Company and may from time to time (subject to the
		provisions of any contract between him or them and the Company) remove or
		dismiss him or them from office and appoint another or others in his or their
	· ·	place or places. *The appointment, renewal and removal of Managing
		Director / Chief Executive Officer shall be carried out by the Board subject to
		the directives/ circulars/ guidelines issued by the FMC in this regard from
ľ		time to time
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179	What provisions they will be subject to.	Subject to the provisions of the Act and these Articles, the Managing Director
1		or the Whole Time Director shall not, while he continues to hold that office,
		be subject to retirement by rotation under Article 169 but same as provided in
l		Article 169 he shall be subject to the provisions of any contract between him
		and the Company, be subject to the same provisions as the resignation and
		removal as the other Directors of the Company and he shall ipso facto and
		immediately cease to be a Managing Director or Whole Time Director if he
ĺ		ccases to hold the office of Director from any cause provided that if at any
		time the number of Directors (including Managing Director or Whole-time
		Director) as are not subject to retirement by rotation shall exceed one-third of
		the total number of the Directors for the time being, then such of the
	**	Managing Director or Whole-Time Director or two or more of them as the
	A Section 1997	Directors may from time to time determine shall be liable to retirement by
		rotation in accordance with the Article 169 to the intent that the number of
		Directors not liable to retirement by rotation shall not exceed one-third of the
		total number of Directors for the time being.
180	Remuneration of Managing or Wholetime	The remuneration of the Managing Director or Whole-Time Director shall
	Director/s.	(subject to Sections 309, 311 and other applicable provisions of the Act and of
		these Articles and of any contract between him and the Company) be fixed by
		the Directors, from time to time and may be by way of fixed salary and/or
		perquisites or commission on profits of the Company or by participation in
		such profits, or by fee or each meeting of the Board or by and or all these
		modes or any other mode not expressly prohibited by the Act.
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181	Power and duties of Managing and/or	Subject to the superintendence, control and direction of the Board the day to
	Wholetime Director/s.	day management of the Company shall be in the hands of the Managing
		Director/s and or Whole-Time Director/s, if any, with Power to the Board to
		distribute such day to day management functions among such Director/s, in
		any manner as deemed fit by the Board and subject to the provisions of the
		Act and these Articles the Board may by resolution vest any such Managing
		Director or Managing Directors or Whole-Time Director or Whole-Time
		Directors such of the power vested in the Board generally as it thinks fit and
		such powers may be made exercisable for such period or periods and upon
		such conditions and subject to such restrictions as it may determine and they
		may subject to the provisions of the Act and these Articles confer such powers
	The state of the s	either collaterally with or to the exclusion of or in substitution for all or any of
		the powers of the Directors in that behalf and may from time to time revoke,
		withdraw, alter or vary all or any of such powers.
		powers.
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L	L.	PROCEEDINGS OF THE BOARD OF DIRECTORS

182	THE STATE OF THE S	
102	Meeting of Directors.	(a). The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the
		provisions of Section 285 of the Act otherwise directs, shall so meet at least
		once in every three months and at least four such meetings shall be held in
		every year. The Directors may adjourn and otherwise regulate their meetings as they think fit. The Board (including any Committee constituted by it) may
		hold its Meetings in person or audio/video/teleconferencing or in any other
		manner permitted by law.
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		(b) The provisions relating to frequency and time period for holding Board
		meetings shall not be deemed to have been contravened merely by reason of
		the fact that a meeting of the Board which had been called in compliance with
		the terms of that Article could not be held for want of a quorum.
183	Nation of Mantines	(1) Notice of every meeting of the Board of Directors shall be given in writing
103	Notice of Meetings.	to every Director for the time being in India, and at his usual address in India
		to every other Director.
	When Meeting to be convened.	(2) The Chairman or Managing Director, may and the Secretary shall on the
		request of two or more Directors summon a meeting of the Board. Meetings of
	The second of th	the Board of the Company shall be held pursuant to a notice of at least seven
		(7) days or such shorter notice as may be agreed by the directors. The notice
		of meeting of the Board shall be given in writing to every Director, whether absentee or alternate, at his usual address whether in India or abroad
		ausonico di antenate, ai insusuai auticess wirelief ili fiidia di apropu
		(3) Where a notice of meeting is required to be given to a Director who is not
*	10 To 10 To	in India, the notice shall be given by telex or facsimile (fax) or Email
		transmission at the telex or fax number or Email address provided by such
		Director. The service of notice shall be deemed to have been effected on the
		first working day following the day on which the tolex or fax or Email is sent.
		(4) Every notice convening a meeting of the Board shall set out the agenda of the business to be transacted thereat in full and sufficient details. Unless
İ		otherwise agreed to by all the Directors for the time being of the Company, no
		item of business shall be transacted at such meeting, which had not been
		stated in full and sufficient detail in the said notice convening the meeting.
*	en in the state of	4 B (\$1.5a) 1 B 1 B
184	Quorum.	(a) Subject to Section 287 of the Act the quorum for a meeting of the Board of
` .		Directors shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-
		third being rounded off as one) or two Directors whichever is higher,
	the state of the s	Provided where at any time the number of interested Directors at any meeting
·		exceeds or is equal to two-thirds of the total strength, the number of the
	Additional Control of the Control of	remaining Directors, (that is to say, the number of the Directors who are not
		interested), present at the meeting being not less than two shall be quorum
		during such time.
		(b) For the purpose of clause (a) —
		(b) For the purpose of clause (a) — (i) "Total Strength" of the Board of Directors of the Company shall be
		(b) For the purpose of clause (a) —
		(b) For the purpose of clause (a) — (i) "Total Strength" of the Board of Directors of the Company shall be determined in parsuance of the Act, after deducting there from the number of
		(b) For the purpose of clause (a) — (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by
		(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the
		(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the
105		(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time, and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.
185	Chairman.	(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter. The Directors may from time to time elect among their number a Chairming and the count for the discussion or vote on the count for the discussion or vote on any matter.
185	Chairman.	(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of discussion or vote on any matter. The Directors may from time to time elect among their number a Chairman the Board. The Chairman shall preside at all meetings. If at any meeting, the Chairman is not present at the time appointed for holding the same, then the
185	Chairman.	(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of discussion or vote on any matter. The Directors may from time to time elect among their number a Chairman the Board. The Chairman shall preside at all meetings. If at any meeting, the Chairman is not present at the time appointed for holding the same, then the
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185	Chairman. Questions at Board meeting how decided.	(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of discussion or vote on any matter. The Directors may from time to time elect among their number a Chairman the Board. The Chairman shall preside at all meetings. If at any meeting, the Chairman is not present at the time appointed for holding the same, then the Director present at the meeting shall choose one of their number to be Chairman of the meetings. Subject to provisions of Sections 316, 372(5) and 386 of the Act, questions
		(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of discussion or vote on any matter. The Directors may from time to time elect among their number a Chairman the Board. The Chairman shall preside at all meetings. If at any meeting, the Chairman is not present at the time appointed for holding the same, then the Director present at the meeting shall choose one of their number to be Chairman of the meetings. Subject to provisions of Sections 316, 372(5) and 386 of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes,
		(b) For the purpose of clause (a)— (i) "Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; and (ii) "Interested Directors" means any Director whose presence cannot by reason of Article 161 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of discussion or vote on any matter. The Directors may from time to time elect among their number a Chairman the Board. The Chairman shall preside at all meetings. If at any meeting, the Chairman is not present at the time appointed for holding the same, then the Director present at the meeting shall choose one of their number to be Chairman of the meetings. Subject to provisions of Sections 316, 372(5) and 386 of the Act, questions

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187	Power of Board Meeting.	A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers an discretions which by or under the Act or these Articles or the regulations for the time being of the Company are vested in or exercisable by the Board of Directors generally.
188	Directors may appoint Committees.	The Board of Directors may subject to the provisions of Section 292 and othe relevant provisions of the Act and of these Articles appoint Committees of the Board and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such Committees of the Board either wholly on in part and either as to the persons or purposes, but every committee of the Board of the Board expressed shall in aversion of the provision of the pro
		Board so formed shall in exercise of the powers so delegated, conform to an regulation that may from time to time be imposed on it by the Board o Directors. All acts done by any such committee of the Board in conformit with such regulations and in fulfillment of the purpose of their appointment but not otherwise shall have the like force and effect, as if done by the Board.
189	Meetings of the Committees how to be governed.	The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein container for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superceded by any regulations made by the Directors under the last preceding Article.
190	Procedure when meeting adjourned for want of quorum.	If a meeting of the Board or a committee of the Board or of any adjournmen or adjournments thereof cannot be held for want of quorum, then every sucl original or adjourned meeting shall stand adjourned from time to time to sucl day, time and place as the director or directors present at such meeting may fix.
191	Circular Resolution.	(1) A resolution passed by circular, without a meeting of the Board or a Committee of the Board appointed under Article 192 shall subject to the provisions of sub-clause (2) hereof and the Act be as valid and effectual as the resolution duly passed at a meeting of the Directors or of a Committee duly called and held.
		(2) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by Circulation, if the resolution has been circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual address in India and has been approved by such of the Directors or members of the Committee as are in India or by a majority of such of them as are entitled, to vote on the resolution.
192	Acts of Board or Comittees valid not- withstanding defect in appointment.	All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
		POWERS OF THE BOARD

*193	Power of Directors	The hisiness of the Company shall be managed by the Doord who man
. 133	Power of Directors.	The business of the Company shall be managed by the Board who may
	The state of the state of the state of	exercise all such powers of the Company and do all such acts and things as are
		required by the Act, or any other Acts or by the Memorandum or by the
		Articles of the Company required to be exercised by the Company in general
		meeting, subject nevertheless in these Articles, to the provisions of the Act, or
		any other Act and to such regulation (being not inconsistent with the aforesaid
		regulations or provisions), as may be prescribed by the Company in general
		meeting but no regulations made by the Company in general meeting shall
		invalidate any prior other act of the Board which would have been valid if that
		regulation had not been made. *Powers of the Board shall be subject to the
	the second of the second of	provisions of the FC (R) Act, 1952, FC (R) Rules 1954, directive, guidelines
	the state of the second state of	issued by the Forward Markets Commission from time to time.
	Andrew Tylenski Steel	to the area of the second of t
194	Certain powers to be exercised by the	(1) Without derogating from the powers vested in the Board of Directors
174	Board only at Meetings	under these Articles the Board shall exercise the following powers on behalf
	board only at Meetings	1
	The second of th	of the Company and they shall do so only by means of resolutions passed at
		the meetings of the Board :
i		(a) The power to make calls on shareholders in respect of money unpaid on
	The state of the	their shares;
		(b) The power to issue debentures;
		(c) The power to borrow moneys otherwise than on debentures;
		(d) The power to invest the funds of the Company;
		(e) The power to make loans; Provided that the Board may by resolution
		passed at a meeting delegate to any committee of Directors, Managing
		Director or any other principal officer of the Company or in the case of a
		Branch Office, a principal officer of the Branch Office the powers specified in
		(c), (d) and (e) of this clause to the extent specified in the following sub-
		articles.
		(2) Every resolution delegating the power referred to in sub-clause (1) (c)
	A Company of the second of the	shall specify the total amount outstanding at any one time, upto which moneys
		may be borrowed by the delegate.
	The rest of the second of the	
13 ' 14	and the second of the second of the second	(3) Every resolution delegating the power referred to in sub-clause (1) (d)
		shall specify the total amount upto which the funds of the Company may be
	Let I be a second of the secon	invested, and the nature of the investments which may be made, by the
		delegate.
		(4) Every resolution delegating the power referred to in sub-clause (1) (e)
		shall specify the total amount upto which loans may be made by the delegates,
	The state of the s	the purpose for which the loans may be made and the maximum amount of
		loans which may be made for each such purpose in individual cases.
	Tagram unit de la companya del companya del companya de la company	A CONTRACTOR OF THE CONTRACTOR
		(5) Nothing in these Article contained shall be deemed to affect the right of
16 c 31	(2) 数次(2) 2 (2) 2	the Company in general meeting to impose restrictions and conditions on
100	A SECTION OF THE SECT	exercise by the Board of any of the powers referred to in sub-clause (a), (b),
		(c), (d) and (e) of clause (1) above.
* 195	Certain powers of the Board.	Without prejudice to the general powers conferred by the last preceding article
173	Committee of the boat to	and so as not in any way to limit or restrict those powers and without
	A STATE OF THE STA	prejudice to the last preceding article it is hereby declared that the Directors
		shall have the following powers, that is to say, power—
	The state of the s	Isnaii nave die tonowing powers, mai is to say, power—
	grander i skall grander i skall v	gake peaterly , , , , , , , , , , , , , , , , , , ,
	La Company of the Company of the Company	(1) to pay the costs, charges and expenses preliminary and incidental to the
		formation, promotion, establishment and registration of the Company;
		Marina and the control of the contro
		(2) To pay and charge to the capital account of the Company any commission
		or interest, lawfully payable there out under the provisions of Sections 76 and
		208 of the Act;
		(3) Subject to Sections 202 and 297 of the Act to purchase or otherwise
		acquire for the Company any property, rights or privileges which the
		Company is authorized to acquire at or for such price or consideration and
	l .	
		generally on such terms and conditions as they may think fit and in any such
		generally on such terms and conditions as they may think fit and in any such purchase or other acquisition accept such title as the Directors may believe or
		generally on such terms and conditions as they may think fit and in any such

- (4) at their discretion and subject to the provisions of the Act to pay for any property rights or privileges by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- (5) to secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit:
- (6) to accept from any member, so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;
- (7) to appoint any person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes and to execute and do all such deeds and things as maybe required in relation to any such trust, and to provide for the remuneration of such trustee or trustees;
- (8) to institute, conduct, defend, compound, or abandon any legal proceeding by or against the Company or its officer, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment on satisfaction of any debts due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian Law or according to foreign law and either in India or abroad and observe and perform or challenge and award made therein;
- (9) to act on behalf of the Company in all matters relating to bankrupts and insolvents;
- (10) to make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands in the Company's own name.
- (11) subject to the provisions of Section 292, 293(1), 295, 372A and 373 of the Act to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;
- (12) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may Contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
- (13) to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- (14) to distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any offices or other person employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as a part of working expenses of the Company;

(15) to provide for the welfare of Directors or ex-Directors or employees or exemployees of the Company and wives, widows, and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 293(1) (c) of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support of aid by the Company either by reason of locality of operation, or of public and general utility or otherwise;

(16) before recommending any divided, subject to the provisions of Section 205 of the Act, to set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation fund, or to insurance fund, or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 292 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their, absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board may think fit; with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund and/or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds including the depreciation fund, in the business of the Company or in purchase or repayment of debentures or debenture stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine per cent per annum:

(17) to appoint and at their discretion remove or suspend such directors, general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and to fix their salaries, emoluments or remuneration, and to require security in such instances and to such amounts as they may think fit, and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provision contained in the next following sub-clauses shall be without prejudice to the general powers conferred by this sub clause;

(18) to comply with the requirement of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with;

		 (2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed; (a) in the case of minutes of proceedings of a meeting of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting; and
190	ivinutes to be considered evidence.	(1) The Company shall cause minutes of all proceeding of General Meetings and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
196	Minutes to be considered evidence.	MINUTES
*Altered vid	e special resolution passed in Extra ordinary ge	eneral meeting held on 20th November, 2012 in article 195.
		*(23) Subject to the provisions of the Forward Contracts (Regulation) Ac 1952, Forward Contracts (Regulation) Rules, 1952, directives / guideline issued by the Forward Markets Commission from time to time, the Board ma vary, repeal, amend, Bye-laws and Rules for the regulation of the business of the Company.
	\$**	(22) subject to Section 294, 297, 299 and 300 of the Act, for or in relation any of the matters aforesaid or otherwise for the purposes of the Company enter into all such negotiations and contracts and rescind and vary all succontracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company is they may consider expedient;
		whether nominated directly or indirectly by the Board and any such powers Attorneys may contain such powers for the protection or convenience persons dealing with such Attorneys as the Board may think fit, and m contain powers enabling any such delegated attorneys as aforesaid to su delegate all or any of the powers, authorities and discretion for the time bein vested in them;
		make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the member or any of the members of any local board established as aforesaid or in favour of any company, or the shareholder, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of person whether a contract of the shareholder.
		(21) at any time and from time to time by Power of Attorney under the Seal the Company, to appoint any person or persons to be the Attorney Attorneys of the Company, for such purposes and with such power authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls at excluding also except in their limits authorised by the Board the power
		for the time being of any such Local Board, or any of them to fill up a vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as a Board may think fit, and the Board may at any time remove any person appointed, and may annul or vary any such delegation;
		(20) subject to Section 292 of the Act, from time to time, and at anytime delegate to any persons so appointed any of the powers, authorities, a discretions for the time being vested in the Board, other than their power make calls or to make loans or borrow moneys; and to authorise the ment
		(19) from time to time and at any time to establish any local Board managing any of the affairs of the Company in any specified locality in Incor elsewhere and to appoint any person to be members of such Local Board and to fix their remuneration;

		(b) in case of minutes of proceedings of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by
		Director duly authorised by the Board for the purpose.
e e e e e e e e e e e e e e e e e e e		(3) in no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
		(4) the minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
		(5) all appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
·		(6) in the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall contain-
	in the second second	(a) the names of the Directors present at the meeting; and
	and the second of the second	(b) in the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.
		(7) nothing contained in Clauses (1) to (6) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting;
		(a) is or could reasonably be regarded as defamatory of any person;
		(b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.
		The Chairman shall exercise an absolute discretion in regard to the inclusion
er vil	in the second of	or non-inclusion of any matter in the minutes on the grounds specified in this
197	Minutes to be evidence of the proceedings.	The minutes of meeting kept in accordance with the provisions of Section 193 of the Act shall be evidence of the proceedings recorded therein.
rental	tion careful — les les brown ten rechtes — -	with the shall be evidence of the proceedings recorded diereid.
198	Presumptions to be drawn where minutes duly drawn and signed.	Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 193 of the Act until the
		contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings, there at to have been duly taken place and in particula all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.
ar ar ar ar ar ar ar ar ar ar ar ar ar a	la de la companya de la companya de la companya de la companya de la companya de la companya de la companya de	accessed to be valid.
199	Inspection of Minutes Books of General Meetings.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with
		the provisions of Section 196 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.
	in the second second second second second second second second second second second second second second second	(2) Any member of the Company shall be entitled to be furnished within
		seven days after he has made a request in that behalf to the Company with copy of any minutes referred to in sub-clause (1) hereof on payment of thirty
¥:		seven paise for every hundred words or fractional part thereof required to be copied
200	Publication of Report of proceedings of General Meeting.	No document purporting to be a report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expenses of
		the Company unless it includes the matters required by Section 193 of the Act to be contained in the Minutes of the proceedings of such meeting.
g t	grand the second second second second second second second second second second second second second second se	Park with the second of the se
201	Secretary.	a. Subject to the provisions of the Act in this behalf, the Board of Director
, .		may from time to time appoint and/or remove any qualified individual, as the wholetime Secretary of the Company to perform duties which may be performed by a Secretary under the Act and any other purely ministerial and administrative duties as the Board of Directors may from time to time assign
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I	1	b. The Board of Directors may at any time appoint and/or remove a temporary
		qualified substitute for whole time secretary who shall for the purpose of the
		Articles be deemed to be the Secretary
		- Company of the Comp
202	The Seal its custody and use.	THE SEAL
	The Seat its custody and use.	(1) The Board of Directors shall provide a Common Seal for the purpose of
		the Company and shall have power from time to time to destroy the same and
		substitute a new Seal in lieu thereof, and the Board shall provide for the safe
	·	custody of the Seal for the time being, under such regulations as the Board may prescribe.
		1
		(2) The Seal shall not be affixed to any instrument except by the authority of
		the Board of Directors or a Committee of the Board previously given and in
		the presence of at least one Director of the Company, who shall sign ever
		instrument to which the Seal is affixed. Provided further that the certificates o
		shares or debentures shall be sealed in the manner and in conformity with the
		provisions of The Companies (Issue of Share Certificates) Rules, 1960, and
		their statutory modifications for the time being in force.
		
202		DIVIDEND WARRANTS
203	Division of profits.	(1) Subject to the rights of persons, if any, entitled to shares with special rights
		as to dividends, all dividends shall be declared and paid according to the
		amounts paid or credited as paid on the shares in respect whereof the dividence
		is paid, but if and so long as nothing is paid upon any of the shares in the
		Company, dividends may be declared and paid according to the amounts o
		the shares.
	•	(2) No amount paid or credited as paid on a share in advance of calls shall be
		treated for the purposes of this regulation as paid on the share.
		(3) All dividends shall be apportioned and paid proportionately to the amounts
		paid or credited as paid on the shares during any portion or portions of the
		period in respect of which the dividend is paid; but if any share is issued or
		terms providing that it shall rank for dividend as from a particular date such
		share shall rank for dividend accordingly.
204	The company in General Meeting may	The Company in General Meeting may declare dividends, to be paid to
	declare Dividends.	members according to their respective rights and interests in the profits and
	l e	
		may fix the time for payment and the Company shall comply with the
		provisions of Section 207 of the Act, but no dividends shall exceed the
		may fix the time for payment and the Company shall comply with the provisions of Section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may
		provisions of Section 207 of the Act, but no dividends shall exceed the
205		provisions of Section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.
205	Dividend out of profits only.	provisions of Section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting. (1) No Dividend shall be declared or paid by the Company for any financia
205	Dividend out of profits only.	provisions of Section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting. (1) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after
205	Dividend out of profits only.	provisions of Section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting. (1) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of sub-clause (2)
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212	Effect of transfer of shares.	A transfer of shares does not pass the right to any dividend declared thereon
		,
		however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
	Company's right of reimbursement	from him to the Company in respect of such share or shares (or otherwise
211	No Member to receive dividend whilst indebted to the company and the	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing
210	Retention of dividends until completion of transfer under Article 71.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Article 71 has become entitled to be a member any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.
210		terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.
209	Dividends in proportion to amount paid- up.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on
200	Capital paid up in advance at interest not to earn dividend.	same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
208	Canital said up in advance at interest and	may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Where the capital is paid in advance of the calls upon the footing that the
207	Debts may be deducted.	The Directors may retain any dividends on which the Company has a lien and
206	Interim Dividend.	The Board of Directors may from time to time, pay to the members such interim dividends as in their judgment the position of the Company justifies.
	A Commission of the Commission	provided for by way of depreciation, if depreciation were to be calculated in accordance with the provisions of Section 350 of the Act.
		(5) For the purposes of this Article 'Specified period' in respect of any depreciable asset shall mean the number of years at the end of which at least 95 per cent of the original cost of that asset to the Company will have been
		(4) Nothing in this Article shall be deemed to affect in any manner the operation-of Section 208 of the Act.
		of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.
	and provide the first field.	(3) No dividend shall be payable except, in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves
		proviso to Section 350 of the Act.
		down value thereof at the end of the financial year in which the asset is sold, discarded, demolished or destroyed shall be written off in accordance with the
		the case of the Company; Provided that where depreciation is provided for in the manner laid down in Clause (b) or Clause (c), then in the event of the depreciated assets being sold, discarded, demolished or destroyed, the written
		there-under on such basis as may be approved by the Central Government by any general order published in the Official Gazette or by any special order in
		(d) as regards any other depreciation assets for which no rate of depreciation has been laid down by the Indian Income-tax Act, 1961 or the rules made
		effect of writing off by way of depreciation 95 per cent of the original cost of the Company of its such depreciable asset on the expiry of the specified period; or
,		(c) on any other basis approved by the Central Government which has the

213	Dividend to joint holders.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
214	Dividends how remitted.	The dividend payable in cash may be paid by cheque or warrant sent through post direct to the registered address of the shareholder entitled to the payment
		of the dividend or in case of joint holders to the registered address of that one of the joint holders which is first named on the register of members or to such person and to such address as the holder or the joint holder may in writing
		direct. The Company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for any dividend lost, to
		the member or person entitled thereto by forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.
215	Notice of dividend.	Notice of the declaration of any dividend whether interim or otherwise shall
		be given to the registered holder of share in the manner herein provided.
216	Dividend to be paid within thirty days.	(1) The Company shall pay the dividend or send the warrant in respect thereof to the shareholder entitled to the payment of dividend, within thirty days from the date of the declaration of the dividend unless –
		(a) where the dividend could not be paid by reason of the operation of any law;
		(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with;
		(c) where there is a dispute regarding the right to receive the dividend;
		(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder; or
	.0	(e) where for any other reasons, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
		2. The amount of dividend, including interim dividend, declared shall be
		deposited in a separate bank account within five days from the date of declaration of such dividend.
217	Unclaimed or unpaid dividend.	Where the company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days of the date of declaration to any shareholder entitled to the payment of the
		dividend, the company shall, within 7 days of the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank
		called "Unpaid Dividend Account of UNIVERSAL COMMODITY EXCHANGE LIMITED" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.
		Any money transferred to the unpaid dividend account of the company which
		remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund established under Section 205C of the Act.
		A claim to any money so transferred to the Fund may be preferred to the Central Government by the shareholder to whom such money is due.
		No unclaimed dividend or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.
218	No interest on Dividends.	No unpaid dividend shall bear interest as against the Company.
219	Dividend and call together.	Any General Meeting declaring a dividend may on the recommendations of the Directors make a call of the Members of such amount as the meeting fixes,
		but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and members be set of against the calls.
		CAPITALIZATION

220	Capitalization.	(1) The Company in General Meeting by an ordinary resolution may, upon the
220	Capitalizativii.	recommendation of the Board, resolve:
		(a) that it is desirable to capitalise any part of the amount for the time being
		standing to the credit of any of the Company's reserve accounts, or to the
		credit of the Profit and Loss account, or otherwise available for distribution;
		and
		(b) that such sum be accordingly set free for distribution in the manner
		specified in clause (2) amongst the members who would have been entitled
	*	thereto, if distributed by way of dividend and in the same proportions.
		(2) The sums aforesaid shall not be paid in cash but shall be applied subject to
		the provisions contained in clause (3) either in or towards (i) paying up any amounts for the time being unpaid on any shares/securities held by such
		members respectively; (ii) paying up in full, unissued shares/securities of the
		Company to be allotted and distributed, credited as fully paid up as bonus
		shares or otherwise, to and amongst such members in the proportions
		aforesaid; or
		(iii) Partly in the way specified in sub-clause (i) and partly in that specified in
		sub-clause (ii).
	*	(3) A Share Premium Account and a Capital Redemption Reserve Account
		may, for the purposes of this regulation, only be applied in the paying up of
		unissued shares to be issued to members of the Company and fully paid bonus
		shares.
		(4) The Board shall give effect to the resolution passed by the Company in
		pursuance of this regulation.
221	Fractional Certificates.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
		(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares, if
		any, and;
		(b) generally to do all acts and things required to give effect thereto.
		(2) The Board shall have full power -
		(a) to make such provision, by the issue of fractional certificates or by
		payment in cash or otherwise as it thinks fit, in case of shares becoming
		distributable in fractions; and also
		(b) to authorise any person to enter, on behalf of all the members entitled
		thereto, into an agreement with the Company providing for the allotment to
		them respectively, credited as fully paid up, of any further shares to which
	\$ - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 -	they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of
		their respective proportions, of the profits resolved to be capitalised, of the
		amounts or any part of the amounts remaining unpaid on their existing shares.
		(3) Any agreement made under such authority shall be effective and binding
		on all such members.
		(4) That for the purpose of giving effect to any resolution, under the preceding
		paragraph of this Article, the Directors may give such directions as may be
		necessary and settle any questions or difficulties that may arise in regard to
		any issue including distribution of new equity shares and fractional certificates
		as they think fit.
122	Pode 4a halland	ACCOUNTS (1) The Company shall been at its Registered Office proper books of account
222	Books to be kept.	(1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its
		transactions with respect to:
		(a) all sums of money received and expended by the Company and the matters
		in respect of which the receipt and expenditure take place;
	A William Control	And the second s
		(b) all sales and purchases of goods by the Company, and
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		(e) the assets and liabilities of, the Company, PROVIDED THAT all or any of the books of account aforesaid may be kept at such other place in India as the
		Board of Directors may decide, and when the Board of Directors so decide the Company shall within seven days of the decision, file with the Registrar a notice in writing giving the full address of the other place.
		(2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of Clause (1)
		if proper books of account, relating to the transactions effected at the branch are kept at that office and proper summarised returns made upto date at
		intervals of not more than three months are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1).
		(3) The Books of account and other books and paper shall be open to inspection by any Director during business hours.
223	Statements of Accounts to be furnished to	The Board of Directors shall in accordance with Sections 210, 212 and 217 of
	General Meeting.	the Act, cause to be prepared and laid before each Annual General Meeting Profit and Loss Account for the financial year of the Company and a Balance Sheet made up as at the end of the financial year which shall be a date which
	•	shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar under the
		provisions of the Act.
224	Form and contents of Balance Sheet and	(1) Every Balance Sheet of the Company shall give a true and fair view of the
	Profit and Loss Account.	state of affairs of the Company as at the end of the financial year and shall subject to the provisions of Section 211 of the Act, be in the form set out in part I of Schedule VI to the Act or as near thereto as circumstances admit or in
		such other form as may be approved by the Central Government either generally or in case of the Company and in preparing the Balance Sheet due regard shall be had as far as may be, to the general instructions for preparation
		of Balance Sheet under the heading "NOTES" at the end of that part.
		(2) Every Profit and Loss Account of the Company shall give a true and fair
		view of the profit or loss of the Company for the financial year and shall comply with the requirements of Part II of Schedule VI to the Act, so far as they are applicable thereto.
225	Authentication of Balance Sheet and	(1) Every Balance Sheet and every Profit and Loss Account of the Company
	Profit & Loss Account.	shall be signed on behalf of the Directors by Manager or Secretary, if any, and by not less than two Directors of the Company, one of whom shall be a
		Managing Director, where there is one PROVIDED that if there is only one Director present in India at the time, the Balance Sheet and the Profit and Loss
		Account shall be signed by such Director but in such a case there shall be sub
		joined to the Balance Sheet and the Profit and Loss Account a statement signed by such Director explaining the reason for non-compliance with the
		aforesaid provision requiring the signature of two Directors.
		(2) The Balance Sheet and the Profit and Loss Account shall be approved by the Directors before they are signed on their behalf and before they are
		submitted to the auditors for their report thereon.
		(3) The Profit and Loss Account shall be annexed to the Balance Sheet and
		Auditors' Report (including the Auditors' separate, special or supplementary report, if any) shall be attached thereto.
226	Directors' Report.	(1) There shall be attached to every Balance Sheet laid before the Company in General Meeting, a report by its Directors with respect to —
		(i) the state of the Company's affairs;(ii) the amounts, if any, which they propose to carry to any reserves in such Balance Sheet;
		(iii) the amount, if any, which they recommend should be paid by way of

	I was a second of the second second second	(iv) the material changes and commitments, if any, affecting the financial
	And the second of the second o	position of the Company which have occurred between the end of the
		financial year of the Company to which the Balance Sheet relates and the date
		Locality of the second of the
		of the Report;
		(v) The conservation of energy, technology absorption, foreign exchange
·	the second of th	earnings and outgo, in such manner as may be prescribed by Central
İ		Government.
		1 · · · · · · · · · · · · · · · · · · ·
		(2) The Directors' Report shall, so far as is material for the appreciation of the
-		state of the Company's affairs by its members and will not in the Directors'
	The second secon	opinion be harmful to the business of the Company or of any of its
	 A control of the second of the	subsidiaries, if any, deal with any changes which have occurred during the
i		financial year
l		
		(a) in the nature of the Company's business;
		(b) in the Company's subsidiaries, if any, or in the nature of the business
-		carried on by them; and
		(c) generally in the classes of business in which the Company has an interest
		(b) generally in the classes of business in which the Company has an interest
	•	
-		(2A) (a) The Directors' Report shall also include a statement showing the
1	A Section 1995 And Administration of the Section 1995 And Administration 1995	name of every employee of the Company who:
		i) if employed throughout the financial year, was in receipt of remuneration
		for that year, which in the aggregate was not less than such sum as may be
1	and the second s	
		prescribed by Central Government;
1 '		ii) if employed for a part of the financial year, was in receipt of remuneration
1	The second of th	for any part of that year, at a rate which in the aggregate was not less than
		such sum per month as may be prescribed by Central Government; or
		and the second of the second o
	·	100.00
		iii) if employed throughout the financial year or part thereof, was in receipt of
		remuneration in that year which in the aggregate or, as the case may be at a
1		rate which in the aggregate is in excess of that drawn by the Managing
	,	Director or whole time Director or Manager and holds by himself or along
		with his spouse and dependent children not less than two per cent of the
		equity shares of the Company:
	The state of the s	(i) whether any such employee is a relative of any Director or Manager of the
		Company and if so, the name of such Director; and
	The second secon	
	The second secon	(ii) such other particulars as may be prescribed.
		Explanation: "Remuneration" has the meaning assigned to it in Section 198
	The second of th	of the Act.
1		(3) The Directors shall give the fullest information and explanation in the
		report aforesaid, or in cases falling under the proviso to Section 222 of the Act
		in the addendum to the report on every reservation, qualification or adverse
1		
		remark contained in the Auditors' Report.
	The state of the second state of the second	
	The same of the sa	(4) The Directors' Report and any addendum thereto shall be signed by its
	The second secon	Chairman if he is authorised in that behalf by the Directors and where he is
		not so authorised, shall be signed by such number of Directors as are required
ı	• • •	to sign the Balance Sheet and the Profit and Loss Account of the Company by
1		virtue of clause (1) of the preceding Article.
	And the second second second	Francis Burning
227	Right of member to copies to Balance	(1) A copy of every Balance Sheet (including the Profit and Loss Account;
11		the Auditors' Report and every other document required by law to be annexed
1	Sheet and Auditors' Report.	
1	1	or attached as the case may be, to the Balance Sheet) which is to be laid before
		the Company in General Meeting shall not less than twenty-one days before
I		the date of the meeting be sent to every member of the Company, to every
		holder of debentures, if any, issued by the Company (not being debentures
. 1		which ex-facie are payable to the bearer thereof) to every trustee for the
1		
	The second secon	holders of any debentures issued by the Company (whether such member,
1		holder or trustee is or is not entitled to notice of General Meetings of the
		Company sent to him), and to all persons other than such members, holders or
1		trustees, being persons so entitled, provided that it shall not be necessary to
1		send copies of the documents aforesaid:
	The state of the state of	Some copies of the documents are some.
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		(i) to a member or holder of debentures of the Company who is not entitled to have notices of General Meetings of the Company sent to him and of whose address the Company is unaware;
		(ii) to more than one of the joint-holders of any shares or debentures none of whom is entitled to have such notices sent to him;
		(iii) in the case of joint-holders of any shares or debentures some of whom are and some of whom are not entitled to have such notices sent to them, to those
		who are not so entitled; PROVIDED that if the copies of the documents aforesaid are sent less than twenty-one days before the date of the meeting
·		they shall notwithstanding that fact, be deemed to have been duly sent, if it is agreed by all the members entitled to vote at the meeting.
		(2) Any member or holder of debentures of the Company whether he is or is not entitled to have copies of the Company's Balance Sheet sent to him, shall
		on demand be entitled to be furnished without charge, and any person from whom the Company has accepted a sum of money by way of deposit shall on
		demand be entitled to be furnished, without charge with a copy of the Balance Sheet of the Company and of every document required by law to be annexed
		or attached thereto, including the Profit and Loss Account and Auditors' Report.
228	Copies of Balance Sheet etc. to be filed	(1) The Company shall, within thirty days from the date on which the
•	with Registrar.	Balance Sheet and Profit and Loss Account shall have been laid before the Annual General Meeting, file with the Registrar of Companies, such copies of
		the Balance Sheet and the Profit and Loss Account signed by the Managing Director, Manager or Secretary of the Company or if there be none of these.
		by a Director of the Company together with copies of all documents which are required by the Act to be annexed or attached to such Balance Sheet or Profit
		and Loss Account, as is required in the Act.
		(2) If any Annual General Meeting of the Company before which a Balance Sheet is laid as aforesaid does not adopt the Balance Sheet, statement of that
		fact and of the reasons thereof shall be annexed to the Balance Sheet and the copies thereof required to be filed with the Registrar of Companies.
229	Accounts to be audited.	AUDIT
	Accounts to be audited.	Once atleast in every year the accounts of the Company shall be balanced and audited and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more Auditor or Auditors.
230	Appointment of Auditors.	(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Sections 224 to 229 of the Act.
		(2) The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from conclusion of that meeting until the conclusion of
		the next Annual General Meeting and shall within seven days of the appointment give intimation thereof to the Auditor so appointed unless he is a
		retiring Auditor. (3) At any Annual General Meeting, a retiring Auditor, by whatsoever
		authority appointed, shall be re-appointed unless (a) he is not qualified for re-appointment;
		(b) he has given the Company notice in writing of his unwillingness to be reappointed;
		(c) a Resolution has been passed at that meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
		(d) where notice has been given of an intended Resolution to appoint some
·		person or persons in the place of a Retiring Auditor, and by reason of the death, incapacity or disqualification of that person or of all those persons, as the case may be, the Resolution cannot be proceeded with.
		(4) Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
		appoint a person to thir the vacancy.

1	A control of the second	(5) The Company shall, within seven days of the Central Government's power
		under sub-clause (4), becoming exercisable, give notice of that fact to the
		Central Government.
		(6) The Directors may fill any casual vacancy in the office of Auditor, but
		while any such vacancy continues, the surviving or continuing Auditor or
		Auditors (if any) may act, but where such vacancy is caused by the resignation
		of an Auditor, the vacancy shall only be filled by the Company in General
		Meeting
		(7) A person, other than a retiring Auditor, shall not be capable of being
		appointed at an Annual General Meeting unless special notice of a Resolution
		for appointment of that person to the Office of Auditor has been given by a
		member to the Company not less than fourteen days before the meeting in
1		accordance with Section 190 of the Act and the Company shall send a copy of
		any such notice to the retiring Auditor and shall give notice thereof to the
	į ir tarininininininininininininininininininin	members in accordance with Section 190 of the Act, and all the other
		provisions of Section 225 of the Act shall apply in the matter. The provisions
		of this sub-clause shall also apply to a Resolution that a retiring Auditor shall
1		not be re-appointed.
		постоя не принции.
1		
231	Account when audited and approved to be	Every account when audited and approved by a General Meeting shall be
	conclusive except as to error discovered	conclusive except as regards any error discovered therein within three months
1	within three months.	next after the approval thereof. Whenever any such error is discovered within
		that period, the account shall be corrected, and hence-forth shall be
		conclusive.
		DOCUMENTS AND NOTICES
232	Service of documents on members by the	(1) A document or notice may be served by the Company on any member
1	Company.	thereof either personally or by sanding it by next to him at his activities
1	Company.	thereof either personally or by sending it by post to him at his registered
	Company.	address or if he has no registered address in India, to the address if any, within
	Company.	
	Сошрацу.	address or if he has no registered address in India, to the address if any, within
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him.
	Company	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post:
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing,
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by
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	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in
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	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after
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	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post. (3) A document or notice advertised in a news-paper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post. (3) A document or notice advertised in a news-paper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post. (3) A document or notice advertised in a news-paper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to
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	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post. (3) A document or notice advertised in a news-paper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post. (3) A document or notice advertised in a news-paper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him. (4) A document or notice may be served by the Company on the joint-holders
	Company.	address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post: (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the members; and (b) Such service shall be deemed to have been effected: (i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post. (3) A document or notice advertised in a news-paper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.

		(5) A document or notice may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter, addressed to them by name, or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied, by serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.
		have been served if the death of hisotvency had not occurred.
		(C) THE
		(6) The signature to any document or notice to be given by the Company, may
233		be written or printed or lithographed.
233	To whom documents must be served or given.	Document of notice of every general meeting shall be served or given in the same manner herein before authorised on or to (a) every member, (b) every
	given.	person entitled to a share in consequence of the death or insolvency of a
		member, and (c) the auditor or auditors for the time being of the Company,
		PROVIDED that when the notice of the meeting is given by advertising the
		same in newspaper circulating in the neighbourhood of the office of the
		Company under article 101, a statement of material facts referred to in article
		102 need not be annexed to the notice as is required by that article, but is shall
		merely be mentioned in the advertisement that the statement has been
		forwarded to the members of the Company.
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024		
234	Members bound by documents or notices	Every person, who by operation of law, transfer or other means whatsoever,
3 1 7	served on or given to previous holders.	has become entitled to share shall be bound by every document or notice in respect of such share, which prior to this name and address being entered on the Register of Members, shall have been duly served on or given to the
		person from whom he derived his title to such share.
235	Service of documents on Company.	A document may be served on the Company or an Officer thereof by sending
	service of documents on company.	it to the Company or Officer at the Registered Office of the Company by post under a certificate of posting or by Registered Post or by leaving it at its Registered Office.
236	Service of documents by Company on the Registrar of Companies	A document may be served on the Registrar of Companies by sending it to him at his office by post under a Certificate of posting or by Registered Post or by delivering it to or leaving it for him at his office.
237	Authentication of documents and	Save as otherwise expressly provided in the Act, a document or proceeding
	proceedings.	requiring authentication by the Company may be signed by a Director, the
		Manager, or the Secretary or other Authorised Officer of the Company and
		need not be under the Common Seal of the Company.
		DECICEDED AND DOCUMENTS
238	Registers, Books and Documents to be	REGISTERS AND DOCUMENTS The Company shall lean and maintain Positions Pools and Documents and
236 3 3 3 3 3 3 3 3	kept by the Company.	The Company shall keep and maintain Registers, Books and Documents as required by the Act or these Articles, including the following:
1.000		(1) Register of Investment made by the Company but not held in its own
Tarrena de la compa		name, as required by Section 49(7) of the Act and shall keep it open for
(War site)		inspection by any member or debenture holder of the Company without
i v Cara v .	Ayer and the second of the sec	charge.
The second second		(2) Register of Mortgages and Charges as required by Section 143 of the Act
		and copies of instruments creating any charge requiring registration according
		to Section 134 of the Act and shall keep open for inspection of any creditor or
		member of the Company without fee and for inspection by any person on payment of a fee of such sum as may be prescribed by Central Government.
		(3) Register and Index of Members as required by Sections 150 and 151 of the Act and shall keep the same open for inspection of any member or debenture holder without fee and of any other person on payment of such sum as may be prescribed by Central Government
	1	INVESTIGACION I CONTROL CONTROL CONTROL

		(4) Register and Index of Debenture Holders under Section 152 of the Act and keep it open for inspection by any member or debenture holder without fee and by any other person on payment of such sum as may be prescribed by Central Government. (5) Foreign Register if thought fit as required by Section 157 of the Act and it shall be open for inspection and may be closed and extracts may be taken there from and copies thereof as may be required, in the manner mutatis mutandis, as is applicable to the Principal Register. (6) Register of Contracts, and Companies and firms in which Directors are interested, as required, by Section 301 of the Act and shall keep it open for inspection of any member free of charge. (7) Register of Directors, and Secretary etc., as required by Section 303 of the Act and shall keep it open for inspection by any member of the Company without charge and of any other person on payment of a fee of Rupee one for each inspection. (8) Register as to Holdings by Directors of shares and/or debentures in the Company as required by Section 307 of the Act and shall keep it open for inspection by any member or debenture holder of the Company on any
		working day during the period beginning fourteen days before the date of the Company's Annual General Meeting and ending three days after the date of its conclusion. (9) Register of Investments made by the Company in shares and debentures of
		the bodies corporate as required by Section 372A of the Act. (10) Books recording minutes of all proceedings of General Meeting, and of all proceedings at meetings of its Board of Directors or of Committees of the Board in accordance with the provisions of Section 193 of the Act.
		(11) Copies of Annual Returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act. (12) Register of loans as required by Section 372A of the Act.
239	Inspection of Registers.	The Registers mentioned in Clauses 9, and 12 of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken there from and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company, as provided for in clause 3 of the said Article. Copies of entries in the Registers mentioned in the foregoing Article shall be furnished to the persons entitled to the same on payment of such sum as may be prescribed by Central Government. The Company shall give inspection of the above Registers to the persons entitled to the same on such days and during such business hours as may consistently with the provisions of the Act in that behalf be determined by the Company in General Meeting.
		WINDING UP
240	Distribution of Assets.	If the Company shall be wound up, and the assets available for distribution
		among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in the proportion to the capital paid up at the commencement of the winding up, on the shares held by them
		respectively, and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the
		commencement of the winding up, paid up, or which ought to have been paid- up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
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241	Distribution in specie or kind.	(1) If the Company shall be wound up what are the start in
- 	pristribution in specie of kind.	(1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and
		may, with the like sanction, vest any part of the assets of the Company in
		Trustees upon such trusts for the benefit of the contributories or any of them,
		as the Liquidator, with such sanction, shall think fit.
		(2) If thought expedient any such division may subject to the provisions of the
		Act be otherwise than in accordance with the legal rights of the contributories
		(except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be
		excluded altogether or in part but in case may division otherwise than in
		accordance with the legal rights of the contributories shall be determined
ļ.		upon, any contributory who would be prejudiced thereby shall have a right to
		dissent and ancillary rights as if such determination were a Special Resolution
		passed pursuant to Section 494 of the Act.
		(3) In case any shares to be divided as aforesaid involve a liability to calls or
	A P	otherwise any person entitled under such division to any of the said shares
	·	may within ten days after the passing of the Special Resolution by notice in
		writing direct the liquidator to sell his proportion and pay him the net
		proceeds and the liquidator shall, if practicable, act accordingly.
2.42		
242	Rights of Shareholders in case of sale.	A Special Resolution sanctioning a sale to any other Company duly passed
		pursuant to Section 494 of the Act may subject to the provisions of the Act in
		like manner as aforesaid determine that any shares or other consideration
		receivable by the Liquidator be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall
		be binding upon all the members subject to the rights of dissent and
		consequential rights conferred by the said Section.
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		INDEMNITY
243	Directors' and others right to indemnity.	Subject to provisions of Section 201 of the Act, every Director, or Officer or
		Servant of the Company or any person (whether an Officer of the Company or
		not) employed by the Company as Auditor, shall be indemnified by the
		Company against and it shall be the duty of the Directors to pay, out of the
		funds of the Company, all costs, charges, losses and damages which any such
		person may incur or become liable to, by reason of any contract entered into
		or act or thing done, concurred in or omitted to be done by him in any way in
		or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act
		such if any as he shall incur or sustain through or by his own wrongful act
		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit
		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in
		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgement is
		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted or in connection with any
		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted or in connection with any application under Section 633 of the Act on which relief is granted to him by
-		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted or in connection with any
		such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted or in connection with any application under Section 633 of the Act on which relief is granted to him by

244	Director Officer not responsible for acts of	Subject to the provisions of Section 201 of the Act, no Director, Auditor or
	others.	other Officer of the Company shall be liable for the acts, receipts, neglects or
		defaults of any other Director or Officer or for joining in any receipt or other
		act for conformity or for any loss or expenses happening to the Company
		through the insufficiency or deficiency of title to any property acquired by
		order of the Directors for or on behalf of the Company or for the insufficiency
		or deficiency of any security in or upon which any of the moneys of the
		Company shall be invested or for any loss or damages arising from the
		insolvency or tortuous act of any person, firm or company to or with whom
		any moneys, securities or effects shall be entrusted or deposited or any loss
		occasioned by any error of judgment, omission, default or oversight on his
		part or for any other loss, damage or misfortune whatever which shall happen
		in relation to execution of the duties of his office or in relation thereto unless
		the same shall happen through his own dishonesty.
	·	
45	No member to enter the premises of the	No member or other person (not being a Director) shall be entitled to visit or
	Company without permission,	inspect any property or premises of the Company without the permission of
		the Director or Managing Director to require discovery of or any information
		respecting any detail of the Company's trading, or any matter which is or may
		be in the nature of trade secret, mystery of trade, secret process, or any other
		matter which may relate to the conduct of the business of the Company and
		which in the opinion of the Director, it would be inexpedient in the interest of
		the Company to disclose.
		SECRECY CLAUSE
46	Secrecy Clause.	Every Director, Manager, Auditor, Treasurer, Trustee, Member of a
		Committee, Officer, Servant, Agent, Accountant or other person employed in
		the business of the Company shall, if so require, by the Director, before
		entering upon his duties, sign a declaration pledging himself to observe a strict
	with the second second	secrecy respecting all transactions and affairs of the Company with the
		customers and the state of the accounts with individuals and in -matter thereto
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	which may come to his knowledge in the discharge of his duties except when
		which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such
		which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with
		which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such
		and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions, in these presents contained;

We, the several persons whose names, addresses and descriptions are hereunder subscribed are desirous of being formed into a company in pursuance to these ARTICLES OF ASSOCIATION

rss in the same of	·	
Name, Address, Description and	Signature of	Signature of witness
occupation of each subscriber	subscriber	and his name,
		address, description
		& occupation
Orient Information Technology		
Limited		
Orient House, 3A, Udyog Nagar,		
S.V. Road, Goregoan (West)	S/d	
Mumbai 400062		
	*	
Authorized Signatory- Ketan Sheth		* · · · · · · · · · · · · · · · · · · ·
in The Board Meeting dated		
30/01/2008		
		- · ·
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	:	
		Suhas Ganpule
		S/o Sadanand
		Ganpule
		Unnat Nagar No. 4,
	·	Building No. 15,
Ketan Sheth		Room No. 123, First
S/O Suresh Sheth	S/d	Floor, M G Rd,
Saloni Bunglow,		Goregaon West,
Friend Society, J. V. P.D. Scheme,		Mumbai 400062
Juhu Road No. 66, Juhu,		
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Business		
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Dated: 07/02/2008 Place: Mumbai

> मुद्रण निदेशालय द्वारा, भारत सरकार मुद्रणालय, एन.आई.टी. फरीदाबाद में मुद्रित एवं प्रकाशन नियंत्रक, दिल्ली द्वारा प्रकाशित, 2013 PRINTED BY DIRECTORATE OF PRINTING AT GOVERNMENT OF INDIA PRESS, N.I.T. FARIDABAD AND PUBLISHED BY THE CONTROLLER OF PUBLICATIONS, DELHI, 2013 www.dop.nic.in